

NATUS MEDICAL INC  
Form DEFA14A  
April 17, 2019

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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 under §240.14a-12  
Natus Medical Incorporated

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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:
- (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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\*\*\* Exercise Your Right to Vote \*\*\* Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on June 5, 2019. NATUS MEDICAL INCORPORATED Meeting Information Meeting Type: Annual Meeting For holders as of: April 12, 2019 Date: June 5, 2019 Time: 8:00 a.m., PT Location: 5995 Pacific Mesa Court San Diego, California 92121 You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. NATUS MEDICAL INCORPORATED C/O BROADRIDGE P.O. BOX 1342 BRENTWOOD, NY 11717 E75304-P24174 See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE: How to View Online: Have the information that is printed in the box marked by the arrowXXXX XXXX XXXX XXXX (located on the NOTICE AND PROXY STATEMENT ANNUAL REPORT following page) and visit: [www.proxyvote.com](http://www.proxyvote.com). How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET:[www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-16393) BY E-MAIL\*:[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrowXXXX XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 22, 2019 to facilitate timely delivery. How To Vote Please Choose One of the Following Voting Methods Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. Vote By Internet: To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. E75305-P24174

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Voting ItemsThe Board of Directors recommends you vote FOR proposals 1, 2, 3, 4 and 5. 1. Amendment to our Restated Certificate of Incorporation to declassify the Board of Directors; 2. Amendment to our Restated Certificate of Incorporation to eliminate cumulative voting; 3. Election of directors of the Company to serve until either the 2022 annual meeting (if Proposal 1 is not adopted) or the 2020 annual meeting (if Proposal 1 is adopted) and, in either case, until their respective successors are duly elected and qualified. Nominees: 3a. Jonathan A. Kennedy 3b. Thomas J. Sullivan 3c. Alice D. Schroeder E75306-P24174 1. Advisory approval of the Company's named executive officer compensation; and 2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019. NOTE: Transaction of such other business as may properly come before the meeting or any adjournment thereof.

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