

COGNEX CORP  
Form DEFA14A  
March 18, 2011

**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
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

**COGNEX CORPORATION**

*(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:
    - 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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**Important Notice Regarding the Availability of Proxy Materials for the Cognex Corporation Special Meeting in Lieu of the 2011 Annual Meeting of Shareholders to be Held on April 27, 2011**

You are receiving this notice that the proxy materials for the Special Meeting in Lieu of the 2011 Annual Meeting of Shareholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the meeting are on the reverse side. Your vote is important! **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:**

**Easy Online Access A Convenient Way to View Proxy Materials and Vote**

**When you go online to view materials, you can also vote your shares.**

**Step 1:** Go to [www.envisionreports.com/CGNX](http://www.envisionreports.com/CGNX) to view the materials.

**Step 2:** Click on **Cast Your Vote or Request Materials**.

**Step 3:** Follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials. You will be able to vote electronically until 1:00 a.m. EDT on April 27, 2011.**

**Obtaining a Copy of the Proxy Materials** If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 13, 2011 to facilitate timely delivery.

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**Special  
Meeting in  
Lieu of the  
2011 Annual  
Meeting of  
Shareholders**

**Cognex Corporation's Special Meeting in Lieu of the 2011 Annual Meeting of Shareholders will be held on Wednesday, April 27, 2011 at Cognex Corporation, One Vision Drive, Natick, Massachusetts, at 9:00 a.m., local time.**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommends that you vote FOR the nominees listed in Proposal 1, FOR Proposals 2 and 4, and FOR 3 Years in Proposal 3:**

1. The election of three directors to serve for a term ending in 2014 and one director to serve for a term ending in 2013. Nominees: (01) Robert J. Shillman, (02) Jerald G. Fishman, (03) Theodor Krantz, and (04) Robert J. Willett
2. To vote on a non-binding proposal regarding the compensation of Cognex's named executive officers as described in the proxy statement including the Compensation Discussion and Analysis, compensation tables and narrative discussion ( "say-on-pay" ).
3. To vote on a non-binding proposal regarding the frequency of "say-on-pay" proposals.
4. To ratify the selection of Grant Thornton LLP as Cognex's independent registered public accounting firm for fiscal year 2011.
5. The consideration of any other business which may properly come before the meeting or any adjournment or postponement thereof.

**PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**

**Directions to the Cognex Corporation Special Meeting in Lieu of the 2011 Annual Meeting of Shareholders**

**DIRECTIONS TO COGNEX CORPORATION**

One Vision Drive  
Natick, MA 01760

**From Route 90 (Mass Turnpike), points west or east of Route 9:**

Take Exit 12 (Route 9 East) toward Framingham  
Follow "From Route 9 East"

**Please note:** Guest parking is available in the front parking lot.

**From Route 9 West:**

Follow Route 9 West  
Look for an Audi dealership on your right as you head up a hill. Immediately after the bowling alley that is at the crest of that hill, take a right onto Vision Drive.  
Cognex is on the left of Vision Drive.

**From Boston and Logan Airport:**

Merge onto Route 90 West (Mass Turnpike) toward Worcester  
From Route 90 West, take Exit 15 (I-95/Route 128) toward Waltham/Dedham

**From Route 9 East:**

From I-95 S/Route 128 S, take Exit 20B (Route 9 West)  
toward Framingham/Worcester  
Follow From Route 9 West

Follow Route 9 East  
Take the exit ramp for Route 27 North / North Main  
Street  
Take right onto Rutledge Road

**From Route 128 (I 95), points north or south of Route 9:**

Take Exit 20B (Route 9 West) toward  
Framingham/Worcester  
Follow From Route 9 West

Take right onto Wentworth Road

**From Route 495, points north or south of Route 90:**

Take Exit 22 Route 90 East (Mass Turnpike) toward  
Framingham/Boston  
From Route 90 East (Mass Turnpike), take Exit 12  
(Route 9 East) toward Framingham  
Follow From Route 9 East

Take right onto Terrane Avenue  
Take right onto Wethersfield Road  
Take right onto Route 9 West  
Vision Drive is 0.1 mile on the right. Immediately after  
the bowling alley, take a right onto Vision Drive.  
Cognex is on the left of Vision Drive.

**Here s how to order a copy of the proxy materials and select a future delivery preference:**

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below.

If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

**Internet** Go to [www.envisionreports.com/CGNX](http://www.envisionreports.com/CGNX). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials. You will be able to vote electronically until 1:00 a.m. EDT on April 27, 2011.

**Telephone** Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

**Email** Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with Proxy Materials Cognex Corporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 13, 2011.