

GAIAM INC  
Form DEFA14A  
April 24, 2008

*GAIAM, INC.*  
**\*\* IMPORTANT NOTICE \*\***  
**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**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.**

*360 INTERLOCKEN BLVD.  
BROOMFIELD, CO 80021*

**Shareholder Meeting to be held on 06/03/08**

**Proxy Materials Available**

Notice and Proxy Statement  
Annual Report

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials Online or 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. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 05/15/08.

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- |                 |  |
|-----------------|--|
| 1) BY INTERNET  | - <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) BY TELEPHONE | - 1-800-579-1639   |
| 3) BY E-MAIL*   | - <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\* If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

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***See the Reverse Side for Meeting Information and Instructions on How to Vote***

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**Meeting Information**

Meeting Type: Annual  
Meeting Date: 06/03/08  
Meeting Time: 4:30 P.M.  
For holders as of: 04/11/08

**Meeting Location:**

Marriott Courtyard  
948 West Dillon Road  
Louisville, CO 80027

**Meeting Directions:**

For Meeting Directions Please Call:  
303-604-0007

**How To Vote**

**Vote In Person**

Please check the meeting material for any special requirements for meeting attendance. You may request a ballot and vote in person at the meeting if you are a record holder or if you hold shares through a bank or broker and have made appropriate arrangements with your bank or broker in advance of the meeting.

**Vote By Internet**

To vote *now* by Internet, go to

[WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Voting items**

**To Vote On Directors**

**THE BOARD OF DIRECTORS RECOMMENDS A  
VOTE FOR ELECTION OF THE NOMINEES FOR  
DIRECTOR.**

- I. To elect Directors to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified.

**Nominees:**

- |                        |                   |
|------------------------|-------------------|
| 01) Jirka Rysavy       | 05) Barbara Mowry |
| 02) Lynn Powers        | 06) Ted Nark      |
| 03) James Argyropoulos | 07) Paul H. Ray   |
| 04) Barnet M. Feinblum |                   |

**To transact such other business as may properly come before our annual meeting, or any adjournment(s) or postponement(s) thereof.**  
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Options \$ 3.9903/20/2007 A 2,334 03/20/2008<sup>(3)</sup>03/20/2017 Common Stock 2,334 \$ 0 2,334 D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRAK DONALD J 515 FRONT AVE COEUR D ALENE, ID 83814			Senior VP-Exploration	

## Signatures

/s/ Arthur H. Bill, 03/22/2007  
 Attorney-in-Fact

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) Reports of the grant of shares of restricted stock pursuant to Rule 16b-3(d) under the Company's Long-Term Incentive Plan. The shares shall vest to the extent of one-third on the first anniversary of the date of grant and shall cumulatively vest to the extent of one-third each year thereafter.
  - (2) Includes 47,593 unvested shares of restricted stock.
  - (3) The stock options become exercisable to the extent of one-third on the above date and are cumulatively exercisable to the extent of one-third each year thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.