

CIRCOR INTERNATIONAL INC  
Form DEFA14A  
March 19, 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**

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-12

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

**CIRCOR INTERNATIONAL, INC.**

(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)(1) and 0-11.

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- (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:



**Important Notice of Availability of Proxy Materials for the Shareholder Meeting of**

**CIRCOR INTERNATIONAL, INC.**

**To Be Held On:**

**Wednesday, May 2, 2012 at 2:00 PM Eastern Daylight Savings Time**

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**CONTROL NUMBER**

**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.**

**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. To facilitate timely delivery please make the request as instructed below before April 18, 2012.**

**Please visit [www.proxy.circor.com](http://www.proxy.circor.com), where the following materials are available for viewing:**

Notice of Annual Meeting of Stockholders  
Proxy Statement  
Form of Electronic Proxy Card  
Annual Report on Form 10-K  
Letter to Stockholders from Chief Executive and Chief Financial Officers

**TO REQUEST MATERIAL:** **TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562 (for international callers)**  
**E-MAIL: [info@amstock.com](mailto:info@amstock.com)**  
**WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>**

**TO VOTE:** **ONLINE:** To access your online proxy card, please visit **[www.voteproxy.com](http://www.voteproxy.com)** and follow the on-screen instructions. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting. Directions to the offices of the Company's corporate headquarters are included on the last page of the Proxy Statement.

**TELEPHONE:** To vote by telephone, please visit **<https://secure.amstock.com/voteproxy/login2.asp>** to view the proxy materials and to obtain the toll free number to call.

**MAIL:** You can vote by mail by requesting a paper copy of the proxy materials, which will include a proxy card.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE  
FOR ALL NOMINEES IN PROPOSAL 1 AND FOR  
PROPOSALS 2 AND 3.**

1. To elect three (3) Class I Directors, each to hold office for a 3-year term until the Annual Meeting of Stockholders in 2015 and until such director's successor is duly elected and qualified or until his earlier resignation or removal.
2. To ratify the Audit Committee of the Board of Director's selection of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2012.
3. To consider an advisory resolution approving the compensation of the Company's named executive officers.

**NOMINEES:** David F. Dietz  
Douglas M. Hayes  
Thomas E. Naugle

**Please note that you cannot use this notice to vote by mail.**

**ANNUAL MEETING OF STOCKHOLDERS OF**

**CIRCOR INTERNATIONAL, INC.**

**Wednesday, May 2, 2012**

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access **www.voteproxy.com** and follow the on-screen instructions. Have your proxy card available when you access the web page.

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement, proxy card, Letter to Stockholders, and Annual Report on Form 10-K are available at [www.proxy.circor.com](http://www.proxy.circor.com)

✂ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ✂

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2 AND 3.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x

1. To elect three (3) Class I Directors, each to hold office for a 3-year term until the Annual Meeting of Stockholders in 2015 and until such director's successor is duly elected and qualified or until his earlier resignation or removal.

FOR AGAINST ABSTAIN
2. To ratify the Audit Committee of the Board of Director's selection of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2012.

NOMINEES:

- David R. Dietz
Douglas M. Hayes
Thomas Naugle

3. To consider an advisory resolution approving the compensation of the Company's named executive officers.

WITHHOLD AUTHORITY

FOR ALL NOMINEES

FOR ALL EXCEPT

(See instructions below)

The undersigned hereby revokes any proxy previously given in connection with such meeting and acknowledges receipt of the Notice of Annual Meeting and Proxy Statement for the aforesaid meeting and the 2011 Annual Report to Stockholders.

This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no instruction is indicated, the undersigned's votes will be cast FOR all nominees in Proposal 1 and FOR Proposals 2 and 3. This proxy will be voted in the discretion of the proxy holder on any other matter that may properly come before the Annual Meeting or any adjournment or postponement thereof.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark FOR ALL EXCEPT and fill in the circle next to each nominee you wish to withhold, as shown here: 1

Please check here if you plan to attend the meeting.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

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Signature of Stockholder

Date:

Signature of Stockholder

Date:

¢ **Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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