

GERBER SCIENTIFIC INC

Form DEFA14A

August 18, 2003

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

**Amendment No. 1
to**

SCHEDULE 14A INFORMATION

**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 Rule 14a-11(c) or Rule 14a-12

GERBER SCIENTIFIC, 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.

(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:

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- o Fee paid previously with preliminary materials.
- o 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

August 18, 2003

On August 18, 2003, we mailed the following notice to shareholders entitled to vote at our 2003 annual meeting of shareholders to be held on September 18, 2003:

TO OUR SHAREHOLDERS:

The Gerber Scientific, Inc. proxy statement, dated August 6, 2003, which was mailed to you recently, includes a table under the caption "Stock Option Exercises in Last Fiscal Year and Fiscal Year End Option Values" that contains incorrect information concerning the number of securities underlying unexercised options held by our Named Executive Officers on April 30, 2003, and the value of such options at April 30, 2003. The correct information is set forth below. Except for the table set forth below, which replaces the table on page 22 of the proxy statement, the proxy statement, as mailed to you and filed with the Securities and Exchange Commission on August 8, 2003, is unchanged.

STOCK OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

The following table sets forth, as to each of the Named Executive Officers: (a) the number of exercisable and unexercisable options held on April 30, 2003, the last day of fiscal year 2003; and (b) the value of such options at April 30, 2003. The number of options set forth corresponds to the number of shares to which they relate. None of the named individuals exercised any options during fiscal year 2003.

Name	Shares Acquired on Exercise (#)	Value Realized	Number of Securities Underlying Unexercised Options at Fiscal Year-End (#)		Value of Unexercised In-the-Money Options at Fiscal Year-End \$(1)	
			Exercisable	Unexercisable(2)	Exercisable	Unexercisable
Marc T. Giles		\$	50,000	109,999	\$39,666	\$313,833
Shawn M. Harrington			102,908	71,499	8,751	188,999
Bernard J. Demko			79,133	46,667	9,916	127,459
Doris W. Skoch			53,334	51,666	7,934	126,466
Elaine A. Pullen			20,001	59,999		98,000

(1) All stock options were granted at the fair market value of the common stock on the date of grant. The stock option exercise prices for options outstanding ranged from \$3.35 to \$28.25. The closing price of the Company's common stock on April 30, 2003 was \$8.25.

(2) Represents stock options that were not vested as of April 30, 2003.