

II-VI INC  
Form DEFA14A  
September 26, 2008

**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
- 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 167;240.14a-12

**II-VI 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)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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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):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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- .. 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:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**II-VI INCORPORATED**

**Shareholder Meeting to be held on 11/07/08**

**\*\* IMPORTANT NOTICE \*\***

**Proxy Materials Available**

**Regarding the Availability of Proxy Materials**

Notice and Proxy Statement  
2008 Annual Report to Shareholders

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.

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. 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 10/24/08.

**BROADRIDGE FINANCIAL SOLUTIONS, INC.**

1981 MARCUS AVE.  
LAKE SUCCESS, NY 11042  
USA

**HOW TO VIEW MATERIALS VIA THE INTERNET**

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

**BROADRIDGE  
FINANCIAL SOLUTIONS, INC.  
ATTENTION:  
TEST PRINT  
51 MERCEDES WAY**

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

**EDGEWOOD, NY**

\*If requesting materials by e-mail, please send a blank

**11717**

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: 11/07/08  
  
Meeting Time: 1:30 p.m. ET  
  
For holders as of: 09/05/08

**Meeting Location:**

II-VI Incorporated  
375 Saxonburg Boulevard  
Saxonburg, PA 16056

**How To Vote**

**Vote In Person**

Should you choose to vote these shares in person at the meeting you must request a legal proxy . To request a legal proxy please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials. Many shareholder 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.

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Please refer to the proposals and follow the instructions.

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**Voting items**

**THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE FOR PROPOSALS NUMBERED 1  
AND 2.**

**1. Election of Class Three Directors for  
a term to expire in 2011.**

**Nominees:**

- 01) Carl J. Johnson
- 02) Thomas E. Mistler
- 03) Joseph J. Corasanti

**2. Ratification of the Audit Committee's selection of Ernst & Young LLP as the Company's independent  
registered public accounting firm for the fiscal year ending June 30, 2009.**

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**BROADRIGDE  
FINANCIAL SOLUTIONS, INC.  
ATTENTION:  
TEST PRINT  
51 MERCEDES WAY  
EDGEWOOD, NY  
11717**

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**Voting Instructions**

IN ORDER FOR YOUR SECURITIES TO BE REPRESENTED AT THE MEETING, IT WILL BE NECESSARY FOR US TO HAVE YOUR SPECIFIC VOTING INSTRUCTIONS

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