

NEWPORT CORP  
Form DEFA14A  
April 07, 2008

**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

**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**

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 under sec. 240.14a-12

**NEWPORT CORPORATION**

**(Name of Registrant as specified in its charter)**

Payment of Filing Fee (Check the appropriate box):

- Fee not 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:

- 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:

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**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 5/20/08.**

*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 following materials are available for view:

**Notice and Proxy Statement / Annual Report on Form 10-K**

To view this material, have the 12-digit Control #(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**If you want to receive a paper or e-mail copy of the above listed 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 on or before 5/6/08.**

To request material: **Internet:** [www.proxyvote.com](http://www.proxyvote.com) **Telephone:** 1-800-579-1639 **\*\*Email:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

**\*\*If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line.**

Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

**NEWPORT CORPORATION**

*NEWPORT CORPORATION  
1791 DEERE AVENUE  
IRVINE, CA 92606*

**Vote In Person**

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. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *n o w* 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.

**Meeting Location**

The Annual Meeting for holders as of 3/31/08  
is to be held on 5/20/08 at 9:00 a.m. PT

at: Newport Corporation  
Corporate Headquarters  
1791 Deere Avenue  
Irvine, CA 92606

Directions to Newport Corporation's corporate headquarters can be obtained by calling (949) 863-3144.

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**Voting items**

1. ELECTION OF TWO CLASS IV DIRECTORS TO SERVE FOR FOUR YEARS

**Nominees:**

01) Robert L. Guyett

02) Robert J. Phillippy

The Board of Directors recommends a vote **FOR** all director nominees.

2. RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS NEWPORT S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JANUARY 3, 2009

The Board of Directors recommends a vote **FOR** proposal 2.

3. CONSIDERATION OF STOCKHOLDER PROPOSAL TO DECLASSIFY NEWPORT S BOARD OF DIRECTORS

The Board of Directors recommends a vote **AGAINST** proposal 3.

4. OTHER BUSINESS: In their discretion, the proxies are authorized to vote upon such other business as may properly be brought before the meeting or any adjournment thereof.