

OSI SYSTEMS INC  
Form DEFA14A  
October 14, 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 Under § 240.14a-12

**OSI, SYSTEMS, 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):

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x 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:

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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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**OSI SYSTEMS, INC.**

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

**REGARDING THE AVAILABILITY OF PROXY MATERIAL**

**SHAREHOLDER MEETING TO BE HELD ON DEC 8, 2008**

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

**This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.**

**PROXY MATERIALS AVAILABLE**

1 Notice & Proxy Statement

2 Annual Report/10-K Wrap

**PROXY MATERIAL - VIEW OR RECEIVE**

**You can choose to view the material online or receive a paper or email 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 deliver please make the request as instructed below on or before November 24, 2008**

**HOW TO VIEW MATERIALS ONLINE 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.

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

### **Meeting Information**

|                    |                   |
|--------------------|-------------------|
| Meeting Type:      | Annual Meeting    |
| Meeting Date:      | December 08, 2008 |
| Meeting Time:      | 10:00 AM LST      |
| For holders as of: | October 10, 2008  |

### **Meeting Location:**

12525 Chadron Avenue

Hawthorne, California 90250

### **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 material. 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 material 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.

**Voting Items**

**THE BOARD OF DIRECTORS RECOMMEND THAT  
YOU VOTE FOR THE FOLLOWING.**

1. Election of Directors

01 Deepak Chopra

02 Ajay Mehra

03 Steven C. Good

04 Meyer Luskin

05 Chand R. Viswanathan

06 Leslie E. Bider

The Board of Directors recommends you to vote FOR the following proposal(s).

2 To ratify the appointment of Moss Adams LLP as the Company's independent registered public firm for the fiscal year ending June 30, 2009.

3 To approve the adoption of the OSI System, Inc. 2008 Employee Stock Purchase Plan, including the reservation of 1,540,000 shares of the Company's Common Stock for issuance thereunder.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.