

NVE CORP /NEW/  
Form DEFA14A  
June 30, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

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 Rule 14a-12

**NVE Corporation**

(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:
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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:



**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**Fellow Shareholders:**

The Annual Meeting of Shareholders of NVE Corporation will be held at the SpringHill Suites by Marriott, 11552 Leona Road, Eden Prairie, Minnesota, 55344, on Monday, August 15, 2011 at 3:30 p.m. Central Daylight Time, for the following purposes:

- &nbsp; 1. To elect five directors to serve until the next Annual Meeting of Shareholders.
2. To approve named executive officer compensation as disclosed in our Proxy Statement.
3. To vote on a non-binding proposal regarding the frequency of the vote on our executive compensation program.
4. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2012.
5. To consider and act on such other business as may properly come before the meeting or any adjournment or postponements of the meeting.

These items of business are more fully described in the proxy statement. The Board of Directors recommends a vote **FOR** each of the Director nominees, **FOR** Proposals 2 and 4, and **ONE YEAR** for Proposal 3. Only shareholders of record at the close of business on the record date of June 20, 2011 are entitled to execute proxies or to vote at the 2011 Annual Meeting.

Our Proxy Materials include our 2011 Proxy Statement, our 2011 Letter to Shareholders, and our Annual Report on Form 10-K.

This Notice is being sent with paper copies of our Proxy Materials to registered shareholders, that is those whose shares are registered directly in shareholders names with our transfer agent, IST Shareholder Services. Street-name shareholders, those whose shares are held in the name of a bank or broker on the shareholders behalf, are being sent a Notice of Internet Availability of Proxy Materials. Street-name shareholders must request paper copies of our Proxy Materials.

There is a map containing directions to the 2011 Annual Meeting on the back cover of our Proxy Statement if you plan to attend the meeting and vote in person. Alternatively, you may call us at (952) 829-9217 during normal business hours for directions to the Annual Meeting.

Sincerely,

Curt A. Reynders  
Chief Financial Officer and Secretary

July 1, 2011