

ROCKWELL MEDICAL, INC.
Form DEFA14A
June 07, 2018

**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 (Amendment No.)**

Filed by the Registrant X

Filed by a Party other than the Registrant O

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

Rockwell Medical, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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ROCKWELL MEDICAL, INC.
30142 Wixom Road Wixom, Michigan 48393

**SUPPLEMENT TO PROXY STATEMENT
FOR THE 2018 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 21, 2018**

June 7, 2018

Dear Shareholder:

On April 30, 2018, Rockwell Medical, Inc. (the "Company") filed and made available to shareholders a proxy statement describing the matters to be voted upon at the Company's 2018 annual meeting of shareholders (the "Annual Meeting") to be held on Thursday, June 21, 2018. **This Supplement, which describes the withdrawal of the proposed nominee for election to the Board of Directors of the Company (the "Board") and a change in the location of the Annual Meeting, among other changes, updates the proxy statement and should be read in conjunction with it.** Except as described in this Supplement, the information previously provided in the proxy statement continues to apply and should be considered in voting your shares.

This Supplement contains important information for you to consider when deciding how to vote on the matters brought before the Annual Meeting. Please read it carefully.

The notice of meeting, the proxy statement, the Company's 2017 Annual Report to Shareholders and this Supplement, are available on the internet at <http://www.rockwellmed.com/invest.htm>.

Change in Annual Meeting Location; Virtual Meeting to be Held

The Annual Meeting will be held as a virtual meeting at 10:00 A.M., Eastern Time, on June 21, 2018. The proxy statement and accompanying notice stated that the Annual Meeting would be held at the Wixom Community Center. You may attend the Annual Meeting, vote and submit a question during the meeting by visiting www.virtualshareholdermeeting.com/RMTI. You will need to provide your control number found on your proxy card.

All shareholders of the Company, or individuals that shareholders have duly appointed as their proxies, may attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/RMTI.

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To attend the Annual Meeting, please follow these instructions:

- If shares you own are registered in your name, you may attend the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/RMTI and by providing your control number found on your proxy card; or
- If you hold shares in street name (that is, through a broker, bank or other nominee), you must first obtain a proxy issued in your name from your broker,

bank or other nominee before attending the virtual Annual Meeting at www.virtualshareholdermeeting.com/RMTI. You will need to provide your control number found on the voter instruction form provided by such bank, broker or other nominee.

Departure of Director; Withdrawal of Nominee and Revised Recommendation

On May 22, 2018, we announced that Robert L. Chioini, our President and Chief Executive Officer, was terminated from his positions, effective immediately. Pursuant to his employment agreement with the Company, in connection with his termination as President and Chief Executive Officer, Mr. Chioini was deemed to have resigned from the Board. On May 24, 2018, we announced that Thomas E. Klema, our Chief Financial Officer, Vice President, Secretary and Treasurer, was terminated from his positions, effective immediately. Following Mr. Chioini's effective resignation, the Board reduced the size of the Board from eight to seven directors.

As a result of his resignation, Mr. Chioini no longer serves as a director of the Company, and his nomination to stand for reelection at the Annual Meeting has been withdrawn by the Board. Consequently, the Board has withdrawn its recommendation to vote in favor of Proposal 2, the reelection of Mr. Chioini to the Board and the Company will not present Mr. Chioini as a nominee for election at the Annual Meeting.

The Board does not plan to nominate an individual in place of Mr. Chioini for election at the Annual Meeting. As set forth in the proxy statement, one of our current directors, Patrick J. Bagley, will not stand for reelection to the Board at the Annual Meeting. In light of Mr. Bagley's expiring term and effective immediately after the Annual Meeting, the Board approved the reduction of the size of the Board.

The proxy statement also includes Proposal 1 regarding amendments to the Company's charter and bylaws to declassify the Board. In the proxy statement, the Board recommended, and continues to recommend, voting in favor of this Proposal. In the event that this proposal is not adopted at the Annual Meeting and the Board remains classified, because of Mr. Chioini's resignation, there will be no Class III directors serving on the Board. In this event, the Board will consider reallocating directors among the three classes such that each class will have two directors. No determinations have been made at this time regarding any such reallocations.

Voting; Appointment and Revocability of Proxies

Unless you hold shares that are registered in your name, if you have already voted your shares and do not wish to change your vote, no further action is necessary. You do not need to submit a new proxy card or vote again unless you wish to change your vote.

If you hold shares that are registered in your name, proxy cards already returned are no longer valid. Please find enclosed a new proxy card to be completed and returned in the envelope provided. Alternatively, please see the section above entitled "Change in Annual Meeting Location; Virtual Meeting to be Held" regarding how to vote your shares at the Annual Meeting by visiting www.virtualshareholdermeeting.com/RMTI.

With the removal of Mr. Chioini and Mr. Klema, the Company removed Mr. Chioini and Mr. Klema and named Benjamin Wolin and John G. Cooper as proxies to vote the shares at the Annual Meeting that are represented by proxy and properly presented to the Company. Proxies that name Messrs. Chioini and Klema as proxies to vote the shares voted by proxy remain valid, with Messrs. Wolin and Cooper serving as the replacement proxies to vote the shares voted by proxy.

Proxy voting instructions already returned by shareholders will remain valid, other than with respect to Proposal 2, and will be voted at the Annual Meeting unless revoked. Shares represented by all validly executed proxy voting forms or votes cast over the Internet (either prior to or after the date hereof) before the Annual Meeting will be voted for the other proposals as instructed, except that all votes for the election of Mr. Chioini will be discarded because of the subsequent withdrawal of his nomination for reelection to the Board and no election of a director will occur at the Annual Meeting.

If you have not voted your shares, please vote as soon as possible. You can vote by proxy over the Internet by following the instructions provided in the proxy statement or by completing, signing and dating each voting instruction form or proxy card and returning it in the envelope provided.

If you have already voted your shares and you wish to change your vote on any matter, you can change your vote or revoke your proxy before the vote is taken at the Annual Meeting. Please refer to the information under the question heading "Can I change my vote after I have mailed my proxy card?" in the proxy statement for additional information.

Thank you for your continued support of Rockwell Medical, Inc.

By Order of the Board of Directors,

BENJAMIN WOLIN
Chairman of the Board
Member of the Special Transition Committee

