

VICURON PHARMACEUTICALS INC
Form DEFA14A
May 06, 2003

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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 240.14a-12

VICURON PHARMACEUTICALS 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):

- 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:

- (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:

Explanatory Note: The following is an English translation of the Notice of Annual Meeting of Stockholders, which Vicuron published in an Italian newspaper of national circulation in Italy on May 6, 2003 (Italian time) as required by the rules of the Italian exchange:

Registered office 1209 Orange Street
Wilmington, Delaware, U.S.A.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the Annual Meeting of Stockholders of Vicuron Pharmaceuticals Inc. will be held in the United States on Friday, June 20, 2003 at 10:00 a.m. local time at The Radisson Valley Forge Hotel at 1160 First Avenue, King of Prussia, Pennsylvania 19406 for the purposes of considering and acting upon the following matters:

1. the election of three directors to the board of directors to hold office until the 2006 annual meeting of stockholders, or until their successors are duly elected and qualified;
2. a proposal to ratify the audit committee's selection of PricewaterhouseCoopers LLP as independent auditors for the fiscal year ending December 31, 2003; and
3. the transaction of such other business as may properly come before the meeting or any adjournments or postponements that may take place.

Holders of record of Vicuron common stock at the close of business on April 28, 2003 will be entitled to notice of and to vote at the annual meeting. Each holder of record of our common stock on the record date will be entitled to one vote per share on each matter to be voted upon at the annual meeting. The election of each director is considered to be a separate matter.

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All of our Italian stockholders are cordially invited to attend our annual meeting in the United States. If you hold Vicuron Pharmaceuticals stock in Italy through Monte Titoli, your broker is required by Italian law to provide you with a Certification of Participation in the Italian Central Depository System, which we refer to as your "Certification." If you wish to attend our annual meeting and vote in person, please present your Certification at the door. Alternately, if you would like to vote by mail, you must obtain an Italian proxy card. If you did not receive an Italian proxy card with this proxy statement, you may print one from our Internet site at www.shareholder.com/vicuron/2003annualstockholdersmeeting.cfm. Please mark your votes on the Italian proxy card and return it and your Certification by mail to the address shown on the card by the deadline shown on the card. Your name, as you write it on your Italian proxy card must exactly match your name, as printed on your Certification.

Copy of the proxy statement has been made available at the Borsa Italiana's offices and at the Vicuron's Italian offices, as well as on the SEC website (<http://www.sec.gov/edgar.html>).

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[NOTICE OF ANNUAL MEETING OF STOCKHOLDERS](#)