

MICROTUNE INC  
Form DEFA14A  
March 12, 2009

**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

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 Pursuant to §240.14a-12

**MICROTUNE, INC.**

(Name of Registrant as Specified In Its Charter)

N/A

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(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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(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:

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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:

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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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*MICROTUNE, INC.*

Stockholder Meeting to be held on 04/24/09

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

**Proxy Material Available**

**Regarding the Availability of Proxy Material**

Notice and Proxy Statement

Form 10-K

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 MATERIAL - VIEW OR RECEIVE**

You can choose to view the material Online or receive a paper or e-mail 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 delivery please make the request as instructed below on or before 4/10/09.

*MICROTUNE, INC.*

*2201 10<sup>th</sup> STREET*

*PLANO, TX 75074*

**HOW TO VIEW MATERIAL VIA 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 MATERIAL**

- [www.proxyvote.com](http://www.proxyvote.com)

1) BY INTERNET

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2) BY TELEPHONE - 1-800-579-1639

3) BY E-MAIL\* - sendmaterial@proxyvote.com

\* If requesting material 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 Date: 04/24/09  
Meeting Time: 1:00 p.m. Central Time  
For holders as of: 03/02/09

**Meeting Location:**

The Renaissance Hotel  
900 East Lookout Drive  
Symphony 1  
Richardson, Texas 75082

**How To Vote**

**Vote In Person**

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

**Vote By Internet**

To vote *now* 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.

**Voting items**

**THE BOARD OF DIRECTORS RECOMMENDS A**

**VOTE FOR THE ELECTION OF THE NOMINEES**

**LISTED BELOW.**

Item 1. Election of Directors.

- |                          |                           |
|--------------------------|---------------------------|
| 01. WALTER S. CICIORA    | 06. BERNARD T. MARREN     |
| 02. JAMES H. CLARDY      | 07. MICHAEL T. SCHUEPPERT |
| 03. STEVEN CRADDOCK      | 08. WILLIAM P. TAI        |
| 04. JAMES A. FONTAINE    | 09. A. TRAVIS WHITE       |
| 05. ANTHONY J. LEVECCHIO |                           |

Item 2. Approval of the amendment and restatement of the Amended and Restated Microtune, Inc. 2000 Stock Plan to increase the number of shares available for issuance under the plan and to make certain technical revisions and improvements.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL.**

Item 3. Approval of the amendment and restatement of the Amended and Restated Microtune, Inc. 2000 Director Option Plan to change the form of equity awards under the plan from awards of non-statutory stock options to awards of restricted stock units, and to make certain technical revisions and improvements.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL.**

Item 4. Ratification of the amendment and restatement of the Amended and Restated Microtune, Inc. 2000 Employee Stock Purchase Plan to increase the number of shares available for issuance under the plan and to make certain technical revisions and improvements.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL.**

Item 5. Ratification of the appointment of KPMG LLP as independent auditor for 2009.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL.**