

CIRCOR INTERNATIONAL INC  
Form DEFA14A  
March 26, 2010

**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:

- |  |   |
|--|---|
| <input type="checkbox"/> Preliminary Proxy Statement                 | <input type="checkbox"/> <b>Confidential, for Use of the Commission Only (as permitted by</b> |
| <input type="checkbox"/> Definitive Proxy Statement                  | <b>Rule 14a-6(e)(2))</b>  |
| <input checked="" type="checkbox"/> Definitive Additional Materials  |   |
| <input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12 |   |

**CIRCOR INTERNATIONAL, 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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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:

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:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Important Notice of Availability of Proxy Materials for the Shareholder Meeting of**

**CIRCOR INTERNATIONAL, INC.**

**To Be Held On:**

**Friday, May 7, 2010 at 12:00 PM EDT**

**25 Corporate Drive, Suite 130, Burlington, MA 01803**

**COMPANY NUMBER**

**ACCOUNT NUMBER**

**CONTROL NUMBER**

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

**If you want to receive a paper or e-mail copy of these documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before April 25, 2010.**

**Please visit [proxy.circor.com](http://proxy.circor.com), where the following materials are available for view:**

Notice of Annual Meeting of Stockholders

Proxy Statement

Form of Electronic Proxy Card

Annual Report on Form 10-K

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Letter to Stockholders from Chief Executive and Chief Financial Officers

**TO REQUEST MATERIAL:** TELEPHONE: 888-Proxy-NA (888-776-9962) and 718-921-8562 (for international callers)

**E-MAIL:** [info@amstock.com](mailto:info@amstock.com)

**WEBSITE:** <http://www.amstock.com/proxyservices/requestmaterials.asp>

**TO VOTE:**

**ONLINE:** To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 PM Eastern Time the day before the meeting date.

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting. Directions to the offices of the Company's corporate headquarters are included on the last page of the Proxy Statement.

**TELEPHONE:** To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the proxy materials and to obtain the toll free number to call.

**MAIL:** You can vote by mail requesting a paper copy of the proxy materials, which will include a proxy card.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2 AND 3**

1. To elect two (2) Class II Directors, each to hold office for a 3-year term until the Annual Meeting of Stockholders in 2013 and until such director's successor is duly elected and qualified or until his earlier resignation or removal.

**NOMINEES:** Jerome D. Brady

Peter M. Wilver

**Please note that you cannot use this notice to vote by mail.**

2. To approve the material terms of the performance goals under the Company's Amended and Restated 1999 Stock Option and Incentive Plan for the purposes of compensation deductibility under Internal Revenue Code Section 162 (m).

3. To ratify the Audit Committee of the Board of Director's selection of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2010.