

AMEDISYS INC  
Form DEFA14A  
May 26, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Amendment No. )

**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:

- 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

**AMEDISYS, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Persons(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:

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:

*On May 26, 2011, Amedisys, Inc. sent the following communication to its employees via e-mail:*

To all Amedisys employees:

For those of you who are stockholders of Amedisys, Inc., either through our 401(k) Plan, our Employee Stock Purchase Plan (ESPP), our equity plans or otherwise, you have likely received or will soon receive a copy of our Notice of Annual Meeting and Proxy Statement and related proxy materials for the Annual Meeting of Stockholders of Amedisys, Inc. to be held at our Corporate Headquarters on June 9, 2011. The Proxy Statement was filed with the United States Securities and Exchange Commission on April 27, 2011.

Your involvement with Amedisys as an employee and stockholder is important, no matter how many or how few shares you own. Please take the time to vote your shares today by telephone, *via* the Internet, or by signing, dating and returning the proxy card that was provided with your proxy materials. If you own Amedisys stock directly in your own name or indirectly through our 401(k) Plan, ESPP or equity plans, instructions on how to vote your shares, as well as copies of our 2011 Proxy Statement and 2010 Annual Report, can be accessed at [www.proxyvote.com](http://www.proxyvote.com). If you own Amedisys stock in an individual account at a brokerage firm, you should receive instructions from your broker on how to vote your shares.

As described in our 2011 Proxy Statement, your Board of Directors recommends that stockholders vote *For* each of the six directors nominated for re-election at the 2011 Annual Meeting (Proposal 1), *For* Proposal 2 (ratification of the appointment of KPMG LLP as our independent registered public accountants for our 2011 fiscal year), *For* Proposal 3 (an advisory vote on the compensation paid to our named executive officers (say-on-pay)) and, with respect to Proposal 4, for holding an advisory vote on the frequency of future stockholder say-on-pay votes *Every Year*.

Best regards,

Mike

Michael D. Snow  
Chief Operating Officer  
Amedisys, Inc.

*Amedisys, Inc., its directors, officers, and certain other persons may be deemed to be participants in the solicitation of proxies. Information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the 2011 Proxy Statement dated April 27, 2011 and other relevant materials filed by Amedisys, Inc. with the Securities and Exchange Commission.*