

SERVIDYNE, INC.
Form DEFA14A
July 21, 2011

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant ☒ **p**

Filed by a Party other than the Registrant ☐ **o**

Check the appropriate box:

☐ **o** Preliminary Proxy Statement

☐ **o** Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ **o** Definitive Proxy Statement

☐ **o** Definitive Additional Materials

☒ **p** Soliciting Material Pursuant to Section 240.14a-12

SERVIDYNE, INC.

(Name of Registrant as Specified in its Charter)

N/A

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

Payment of Filing Fee (Check the appropriate box):

☐ **o** No fee required.

☐ **o** 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:

N/A

(2) Aggregate number of class of securities to which transaction applies:

N/A

(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:

☒ **p** 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 fees 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: N/A

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

(3) Filing Party: N/A

(4) Date Filed: N/A

The following documents are attached:

1. PowerPoint Presentation of Scientific Conservation, Inc. dated July 2011
 2. Brochure of Scientific Conservation, Inc.
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SCIenergy Cloud a Platform for Energy AND Systems Tracking

Scientific Conservation (SCI) has built the world's first cloud-based energy management platform the SCIenergy Cloud that will provide an integrated solution for building owners and operators to track both energy consumption and building systems.

Building engineers are at the forefront of initiatives to reduce energy consumption and manage sustainability/green building, in addition to their primary role of maintaining the critical systems of a facility. Yet the tools at their disposal typically include only utility meters and a building's automation system.

SCI, along with its strategic partner, Servidyne, are offering a path to energy savings through its Intelligent Retro-Commissioning process iRCx. The solution combines the energy savings potential of retro-commissioning with technology to sustain it. iRCx starts with the implementation of the world's leading fault detection & diagnostics SCIwatch, delivered via Software-as-a-Service (SaaS). SCIwatch avails data that is critical for a retro-commissioning agent to identify an expanded list of faults and validate opportunities for energy savings. With full visibility of a building's connected systems, retro-commissioning and engineering professionals from Servidyne conduct their investigations, and implement low/no-cost projects that have quick payback periods and verified energy savings potential. SCIwatch's predictive diagnostics then sustains the savings and further identifies drift. Building engineers enjoy a paradigm shift on maintenance keeping systems at optimal performance on a just-in-time basis rather than on a time-based schedule. Other product capabilities in the SCIenergy Cloud include:

SCItrack tracks energy consumption from utility meters, including submeters. Establishes baseline consumption, and provides analytics to evaluate deviations in real-time.

LEED® Online App (coming soon) uses SCIwatch and automates the online reporting to the USGBC for LEED for EBOM certification or re-certification. Satisfies the *ongoing commissioning* requirement.

iTendant® Servidyne's computer maintenance management system (CMMS) for commercial office buildings and hotels. Includes SmartRoute® messaging system to communicate with service employees and/or contractors. Integrates with SCIwatch for unscheduled and predictive maintenance work orders, and utilizes common smart phone platforms for communications and data entry.

Call it green magic. According a pair of studies that offer the first broad-scope examination of the economics of green buildings, green buildings really do it all: lower operating costs, boost rental rates, increase sales values and even improve occupancy rates.

- Adam Aston, Business Week

iRCx The Starting Point for Managing Building Performance

In 2011, the California Commissioning Collaborative authored *The Building Performance Handbook* to identify current tools and emerging technologies for tracking energy and systems in buildings. The handbook addresses the obvious relationship between the two, but recognizes the lack of comprehensive tools that bridge energy and systems. The SCInergy Cloud is the most comprehensive platform available, and its core features are extensible to the portfolio level. But, technology tools aren't enough! Building engineers and energy managers are more resource-constrained than ever. Under the Strategic partnership, SCI, coupled with Servidyne's leading retro-commissioning and energy services engineers take a turnkey approach to delivering savings and installing the tools to maintain them. Experience to date suggests cost savings based on energy consumption alone in the 6%-15% range, supporting payback periods of less than 12 months. Maintenance savings, extended equipment lifecycles, improved tenant comfort, and productivity savings for sustainability reporting are also expected. From the PECI-authored *Building Performance Handbook*, developed with funding from California Energy Commission's PIER Program, 2011

True Portfolio Management

The SCInergy Cloud offers a single portal for tracking energy and building systems across a corporate real estate portfolio. Whether you simply need data to support reporting, or are interested in understanding how faults or energy consumption might be indicative of a design, procurement, or policy decision, the SCInergy Cloud offers the ability to roll data up, or isolate specific assets, buildings, regions, or even business units.

SCI is continuously building new functionality from the bottom up. We recognize that our success is based on your ability to realize operational cost savings quickly. We would welcome the opportunity to be your partner in that endeavor.

Scientific Conservation Inc. (SCI) is a leading provider of energy efficiency via Predictive Diagnostics and Analytics solutions for the commercial building market. The company's suite of energy & systems management solutions uses the industry's first Software-as-a-Service (SaaS) platform to reduce annual energy spending by comparing predicted energy and system efficiencies against real-time operation. In June 2011, SCI signed a definitive agreement to acquire 100% of Servidyne, a leading energy management company, in an all-cash transaction. The integrated company will operate as SCInergy, Inc. SCI is backed by some of the most active and successful investors in the cleantech space - Draper Fisher Jurvetson (DFJ), DFJ Growth Fund, the Westly Group, Triangle Peak Partners, GE, and Intel Capital. The management team includes more than a century of experience in building controls, energy services, software, and green building. SCI was recently selected as one of 12 partners in GE's Ecomagination Challenge, and counts GE among its strategic customers. For more information, please visit www.scientificconservation.com, www.servidyne.com, or www.scienergy.com.

ADDITIONAL INFORMATION ON THE MERGER AND WHERE TO FIND IT

This communication does not constitute a solicitation of any vote or approval. In connection with the proposed merger, Servidyne, Inc. has filed a preliminary proxy statement with the SEC, and will file and deliver a definitive proxy statement to its shareholders. **Servidyne shareholders are urged to read the proxy statement, as well as other documents filed with the SEC, because they will contain important information about the merger.** The proxy statement and other documents Servidyne files with the SEC are available free of charge at the SEC's web site (www.sec.gov) or from Servidyne's website (www.servidyne.com) under the tab "Investor Relations" and then under the heading "All SEC Filings". Free copies of Servidyne's filings also may be obtained by directing a request to investorrelations@servidyne.com.

Servidyne and its directors and executive officers may be deemed, under SEC rules, to be participants in the solicitation of proxies from Servidyne's shareholders with respect to the proposed transaction. Information about the directors and executive officers of Servidyne is included in Servidyne's preliminary proxy statement for its special meeting of shareholders filed with the SEC on July 18, 2011, and in its definitive proxy statement for its 2010 annual meeting of shareholders filed with the SEC on July 28, 2010. More or different information may be set forth in the definitive proxy statement for the special meeting and other documents to be filed with the SEC in connection with the proposed merger.

CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

Certain statements contained or incorporated by reference in this communication, including without limitation, statements containing the words "believe," "anticipate," "estimate," "expect," "plan," "project," "forecast," "should," and similar import, are forward-looking statements within the meaning of the federal securities laws. Forward-looking statements included in this communication include, without limitation, statements regarding the expected closing of the proposed transaction, which projections are subject to the risk of nonsatisfaction of closing conditions, among other risks. Forward-looking statements involve known and unknown risks, uncertainties, and other matters which may cause the actual results, performance, or achievements of Servidyne to be materially different from any future results, performance, or uncertainties expressed or implied by such forward-looking statements. Factors affecting forward-looking statements in this release include, without limitation, the factors identified under the caption "Risk Factors" in the Company's Current Report on Form 8-K filed with the SEC on June 2, 2011, as such factors may be updated from time to time by subsequent Servidyne SEC reports. Servidyne does not undertake to update these forward-looking statements.