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Fibrocell Science, Inc. Form DEFA14A May 27, 2011

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.)

Exchange Act of 1934 (Amendment No)
Filed by the Registrant þ
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
Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12
Fibrocell Science, 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 for the amount on which the filing fee is calculated and state how it was determined):
(4) Proposed maximum aggregate value of transaction:
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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:						

Fibrocell Science, Inc. 405 Eagleview Blvd. Exton, Pennsylvania 19341 (484) 713-6000

To the Stockholders of Fibrocell Science, Inc.:

Notice is hereby given that the Annual Meeting of Stockholders of Fibrocell Science, Inc., which was originally scheduled for 10:00 a.m. on June 1, 2011, has been postponed and rescheduled for 10:00 a.m. on June 15, 2011. The Annual Meeting, as rescheduled, will be held at 405 Eagleview Blvd., Exton, Pennsylvania 19341.

Fibrocell rescheduled the Annual Meeting due to an inadvertent delay in the mailing of its original notice and proxy statement by the third party Fibrocell retained to complete such mailing. Fibrocell decided to postpone the Annual Meeting in order to ensure that its stockholders had sufficient time to review the notice and proxy statement and to ensure that a quorum of stockholders is present at the Annual Meeting.

The close of business on April 25, 2011 will remain as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and at any and all postponements or adjournments thereof. In addition, no change has been made to the proposals to come before the Annual Meeting, which were presented in the Proxy Statement that Fibrocell mailed to you and filed with the Securities and Exchange Commission on April 29, 2011. Valid proxies that have already been submitted will continue to be valid for purposes of the rescheduled Annual Meeting on June 15, 2011 and at any and all postponements or adjournments thereof.

We look forward to seeing you on June 15, 2011.

Very truly yours,

FIBROCELL SCIENCE, INC.

By: /s/ David Pernock

David Pernock Chief Executive Officer and President Exton, Pennsylvania May 27, 2011

FIBROCELL SCIENCE, INC. THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 15, 2011

The undersigned stockholder acknowledges receipt of the Notice of Annual Meeting of Stockholders and the Proxy Statement, each dated May 2, 2011, and hereby appoints David Pernock and Declan Daly, or either of them, proxies for the undersigned, each with full power of substitution, to vote all of the undersigned s shares of common stock of Fibrocell Science, Inc. (the Company) at the Annual Meeting of Stockholders of the Company to be held at 405 Eagleview Blvd., Exton, Pennsylvania 19341, on June 15, 2011 at 10:00 a.m., local time, and at any adjournments or postponements thereof.

1.	o For All	The Board of Directors has nominated the following two persons for election as
	o Withhold All	directors of the Company: Robert Langer and George J. Korkos. Their term will
	o For All Except	expire at the 2014 Annual Meeting of Stockholders, or until their successors are
		duly elected and qualified.
2.		To approve the adoption of the Company a 2000 Equity Incentive Plan
۷.	T	To approve the adoption of the Company s 2009 Equity Incentive Plan.
	o For o Against o Abstain	
3.	o For o Against o Abstain	To ratify the appointment of BDO USA, LLP as the Company s independent
	\mathcal{C}	registered public accounting firm for the year ending December 31, 2011.
4		
4.		In their discretion, upon such other matters as may properly come before the
		meeting.
The	hoord of directors recommen	ade a vota EOD the naminees and proposal above and if no enecification is made, the

The board of directors recommends a vote FOR the nominees and proposal above and if no specification is made, the shares will be voted for such nominees and proposal.

Dated		201	I

Stockholder s Signature

Stockholder s Signature

Signature should agree with name printed hereon. If stock is held in the name of more than one person, EACH joint owner should sign. Executors, administrators, trustees, guardians, and attorneys should indicate the capacity in which they sign. Attorneys should submit powers of attorney.

PLEASE SIGN, DATE AND RETURN THE PROXY IN THE ENVELOPE ENCLOSED TO AMERICAN STOCK TRANSFER & TRUST COMPANY, 59 MAIDEN LANE, NEW YORK, NEW YORK 10038. THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE NOMINEES SET FORTH IN PROPOSAL 1, FOR THE PROPOSALS SET FORTH IN ITEMS 2 AND 3, AND WILL GRANT DISCRETIONARY AUTHORITY PURSUANT TO ITEM 4. THIS PROXY WILL REVOKE ALL PRIOR PROXIES SIGNED BY YOU.