

ANIKA THERAPEUTICS INC  
Form DEFA14A  
May 20, 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.        )

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

ANIKA THERAPEUTICS, 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.
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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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ANIKA THERAPEUTICS, INC.  
32 Wiggins Avenue  
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Following its review of the recent ISS Proxy Advisory Services' analysis of the proposals to be submitted to stockholders at the Anika Therapeutics, Inc.'s (the "Company") 2011 Annual Meeting of Stockholders, the Company's Board of Directors, on May 20, 2011, approved an amendment to the Anika Therapeutics, Inc. Second Amended and Restated 2003 Stock Option and Incentive Plan (the "Second Amended Plan") to reduce the proposed increase in the number of shares subject to the Second Amended Plan from 1,000,000 to 800,000, which will result in a total of 3,150,000 shares of common stock being reserved for issuance under the Second Amended Plan. The proposed 800,000 share increase will reduce the potential dilutive impact of the Second Amended Plan on other stockholders as compared to the originally proposed 1,000,000 share increase. The Second Amended Plan, as so amended and restated, remains subject to stockholder approval at the 2011 Annual Meeting of Stockholders to be held on Tuesday, June 7, 2011.