

AUGUST TECHNOLOGY CORP
Form DEFA14A
February 15, 2006

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

August Technology Corporation
(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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Filed by August Technology Corporation

Pursuant to Rule 14a-12 Under the Securities Exchange Act of 1934

SEC S-4 Registration Statement No. 333-127371

Commission File No. 000-30637

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News Release

For Release on February 15, 2006

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**AUGUST TECHNOLOGY ADVISES SHAREHOLDERS THAT ELECTION DEADLINE FOR RUDOLPH TECHNOLOGIES
MERGER HAS PASSED**

Minneapolis, February 15, 2006 August Technology Corporation (NASDAQ: AUGT) today advised shareholders that the deadline for shareholders to make a cash or stock election in connection with the proposed merger with Rudolph Technologies has passed. The Special Meeting for August Technology shareholders to vote on the proposed merger is scheduled to be held today at 1:00 p.m. (Central time) at the company's principal executive offices.

While the August Technology common stock will continue to trade following the election deadline, August Technology advises investors who are considering purchasing shares of August Technology common stock in the open market that they will be unable to make an election, and, as a result of the proration and allocation process contained in August Technology's merger agreement with Rudolph, could receive consideration in the merger that is worth less than the amount they would pay to acquire such shares. Assuming that August Technology shareholders approve the merger and Rudolph Technologies stockholders approve the issuance of the stock payable in the merger at their respective special meetings, it is anticipated that the merger will be completed shortly after those meetings.

About the Company

August Technology's automated inspection and data analysis solutions provide critical product and process enhancing information, which enables microelectronic device manufacturers to drive down costs and time to market. With the first all-surface advanced macro inspection solution, August Technology has incorporated frontside, backside and wafer edge inspection in a single system. Following detection, August Technology's decision tools correlate the defect data across surfaces and provide the comprehensive information necessary for device manufacturers to make process-enhancing decisions. Headquartered in Bloomington, Minnesota, August Technology supports its customers with a worldwide sales and service organization. Additional information can be found on the company's web site at www.augusttech.com.

Additional Information and Where to Find It

Rudolph and August Technology have filed with the Securities and Exchange Commission a Joint Proxy Statement/Prospectus, which contains important information, including detailed risk factors. This Joint

Proxy Statement/Prospectus and other documents filed by Rudolph and August Technology with the SEC are available at <http://www.sec.gov>, the SEC's website and at the companies' websites, which are <http://www.rudolphtech.com> and <http://www.augusttech.com>, respectively. In addition, investors may obtain free copies of the documents filed with the SEC by Rudolph or August Technology, without charge, by calling The Proxy Advisory Group, LLC at (212) 605-0519 (call collect). Investors and security holders are urged to read the Joint Proxy Statement/Prospectus and the other relevant materials before making any voting or investment decision with respect to the proposed merger.

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