

OSIRIS THERAPEUTICS, INC.
Form DEFA14A
April 30, 2015

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 X

Filed by a Party other than the Registrant O

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 §240.14a-12

OSIRIS 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.
 - (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 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:

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

**The Annual Meeting of Stockholders of Osiris Therapeutics, Inc. will be held on
Wednesday, June 10, 2015, at 1:30 p.m. (Eastern Daylight Time) at our corporate offices
located at 7015 Albert Einstein Drive, Columbia, Maryland 21046-1707.**

PROXY STATEMENT, 2014 ANNUAL REPORT

AND PROXY CARD ARE AVAILABLE AT:

<http://www.pstvote.com/osiris2015>

Dear Stockholder:

The 2015 Annual Meeting of Stockholders of Osiris Therapeutics, Inc. has been called to consider and act upon the following matters:

- Approve an amendment to our articles of incorporation, as amended and supplemented (our Charter), to declassify the Board of Directors and adopt concurrent annual terms for all the members of the Board of Directors.
- If Proposal No. 1 is approved, the election of five directors to serve until the annual meeting of stockholders in the year 2016 and until their respective successors are duly elected and qualified; or if Proposal No. 1 is not approved, the election of one director to serve until the annual meeting of stockholders in the year 2018 and until his successor is duly elected and qualified.
- Ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.

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Our Board of Directors recommends a vote **FOR** the amendment to our Charter, **FOR** the election of the director(s) listed in our proxy materials and **FOR** the ratification of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.

Complete proxy materials, including the proxy card, are available to you on-line at <http://www.pstvote.com/osiris2015> or upon your request by e-mail or first-class mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

This is not a ballot. You cannot use this notice to vote your shares. You may vote on-line, by mail or in person. If you wish to vote on-line, you will need your **Shareholder Control Number** (which can be found in the bottom right hand corner of this notice) and the web address, all of which will be included with or on the proxy card located on the Internet website stated above or mailed to you at your request. No other personal information will be required in order to vote in this manner. If you wish to vote by mail, simply print out the proxy card located on the Internet website stated above, mark the proxy card accordingly, sign and return it to us at the address indicated on the proxy card. If you wish to vote in person at the Annual Meeting of Stockholders, simply check the box on the proxy card that you plan to attend. Your proxy card will not be used if you vote in person.

**Important Notice Regarding the Availability of Proxy Materials
for the Stockholder Meeting To Be Held on June 10, 2015:**

1. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.
2. The Proxy Statement, 2013 Annual Report to Shareholders and proxy card are available at <http://www.pstvote.com/osiris2015>.
3. If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 27, 2015 to facilitate timely delivery.

To request a paper copy of these items either:

- Call our toll-free number 866-223-0448; or
- Visit our website at <http://www.pstvote.com/osiris2015>; or
- Send us an e-mail at info@philadelphiastocktransfer.com

Please clearly identify the items you are requesting, our Company name, and your name along with the Shareholder Control Number located in the lower right hand corner of this notice and the name and address to which the materials should be mailed.

By Order of the Board of Directors

Philip R. Jacoby, Jr.

Corporate Secretary
