

NORTHFIELD LABORATORIES INC /DE/
Form DEFA14A
September 22, 2008

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
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 Rule 14a-12

NORTHFIELD LABORATORIES 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:

**NORTHFIELD LABORATORIES INC.
1560 Sherman Avenue, Suite 1000
Evanston, Illinois 60201-4800**

September 22, 2008

Dear Fellow Stockholder:

PROTECT YOUR INVESTMENT VOTE FOR PROPOSAL FOUR.

The important Annual Meeting of Northfield Laboratories Inc. stockholders is less than two weeks away. **Your Board of Directors recommends that stockholders vote FOR all the proposals on the agenda.**

We would especially like to draw your attention to the importance of approving Proposal 4. As further described in our proxy statement, the bid price of shares of our common stock has fallen below the \$1.00 minimum threshold for continued inclusion on the Nasdaq Global Market. **If we do not regain compliance with the minimum bid price requirement prior to December 8, 2008, then Nasdaq will notify us that our securities will be delisted.** We believe delisting would negatively impact the liquidity of our common stock, potentially increase the spread between the bid and ask prices quoted by market makers, and damage our access to equity capital to fund our future operations. **We believe that shareholder approval of the reverse stock split will help regain and maintain compliance with the Nasdaq listing requirements and improve the marketability and liquidity of our common stock.** The proposed amendment to the Restated Certificate of Incorporation would allow our Board to determine the specific reverse stock split ratio within a range of between three and seven pre-reverse split shares for each post-reverse split share.

Your vote FOR PROPOSAL FOUR is extremely important. Approval of the proposal requires the affirmative vote of the holders of at least 80% of outstanding shares. If you do not vote, it will have the same effect as voting *against* the proposal. If you have already cast a vote against or if you abstained on Proposal 4, you can change your vote by simply voting FOR on the enclosed proxy card. *Only your latest-dated proxy card counts.* **Please vote today** by telephone, *via* the Internet, or by signing and returning the enclosed card in the postage-paid envelope provided. Thank you for your support.

Very truly yours,

STEVEN A. GOULD, M.D.

Chairman and Chief Executive Officer

TIME IS SHORT AND YOUR VOTE IMPORTANT!

REMEMBER: You can vote your shares by telephone, or *via* the Internet.

Please follow the easy instructions on the enclosed proxy card.

If you have any questions, or need assistance in the last-minute voting of your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED, TOLL-FREE, at 1-888-750-5834.