

MoSys, Inc.  
Form DEFR14A  
May 14, 2013

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. 1)

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

MOSYS, 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:
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  - (1) Amount Previously Paid:
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**EXPLANATORY NOTE**

The definitive proxy statement on Schedule 14A (the Proxy Statement) filed by MoSys, Inc. (the Company) with the Securities and Exchange Commission on April 15, 2013 is amended as set forth below to correct certain amounts in the Director Compensation table and the Summary Compensation table. The corrected amounts have been underscored in the respective amended tables below. The information set forth in the Proxy Statement remains unchanged except to the extent inconsistent with the information set forth below, in which case the information in the Proxy Statement is superseded by the information set forth below.

**DIRECTOR COMPENSATION**

The following table summarizes the compensation we paid to our non-employee directors in 2012:

Name	Option	Total (\$)
	Awards \$(1)(2)	
Tommy Eng	17,660	17,660
Chi-Ping Hsu	17,660	17,660
James D. Kupec	35,320	35,320
Stephen L. Domenik	201,668	201,668
Victor K. Lee	219,328	219,328
Carl E. Berg(3)		

(1) Option award amounts reflect the aggregate grant date fair value with respect to stock options granted to the non-employee directors, as determined pursuant to FASB ASC Topic 718. The assumptions used to calculate the aggregate grant date fair value of option awards are set forth in the notes to the audited consolidated financial statements included in our 2012 Annual Report on Form 10-K. These amounts do not reflect actual compensation earned or to be earned by our non-employee directors. Option award amounts consist of: an option granted to Mr. Eng on July 19, 2012 to purchase 20,000 shares, with a grant date fair value of \$17,660; an option granted to Dr. Hsu on July 19, 2012 to purchase 20,000 shares, with a grant date fair value of \$17,660; two options granted to Mr. Kupec on July 19, 2012, each to purchase 20,000 shares and each with a grant date fair value of \$17,660; two options granted to Mr. Domenik on July 19, 2012, one to purchase 120,000 shares, with a grant date fair value of \$184,008, and the other to purchase 20,000 shares, with a grant date fair value of \$17,660; and three options granted to Mr. Lee on July 19, 2012, one to purchase 120,000 shares, with a grant date fair value of \$184,008, and two options to purchase 20,000 shares, each with a grant date fair value of \$17,660.

(2) As of December 31, 2012, our non-employee directors held outstanding options to purchase the following number of shares of our common stock: Tommy Eng, 300,000; Chi-Ping Hsu, 220,000; James D. Kupec, 240,000; Stephen L. Domenik, 140,000 and Victor K. Lee, 160,000.

(3) Mr. Berg served on our board of directors through June 4, 2012.

## SUMMARY COMPENSATION TABLE

The following table sets forth compensation information for fiscal years 2012, 2011 and 2010 for each of our named executive officers.

Name and principal position	Year	Salary (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	Total (\$)
Leonard Perham(2) Chief Executive Officer & President	2012	147,443			147,443
	2011	191,667	216,300		407,967
	2010	200,000			200,000
James Sullivan(3) Chief Financial Officer & Vice President of Finance	2012	209,625			209,625
	2011	198,047	86,120		284,167
	2010	195,000	233,359		428,359
Thomas Riordan(4) Chief Operating Officer & Executive Vice President	2012	160,000			160,000
	2011	100,000	1,765,600		1,865,600
David DeMaria(5) Vice President of Business Operations	2012	220,480		49,125	269,605
	2011	213,767		25,314	239,081
	2010	212,000	242,555	43,382	497,937

(1) Option award amounts reflect the aggregate grant date fair value with respect to stock options granted during the years indicated, as determined pursuant to FASB ASC Topic 718. The assumptions used to calculate the aggregate grant date fair value of option awards are set forth in the notes to the audited consolidated financial statements included in our 2012 Annual Report on Form 10-K filed with the SEC on March 11, 2013. These amounts do not reflect actual compensation earned or to be earned by our named executive officers.

(2) In November 2011, Mr. Perham recommended to the Compensation Committee that his annual base salary be reduced from \$200,000 to \$150,000 effective November 1, 2011. The Compensation Committee accepted Mr. Perham's recommendation, and his annual base salary was reduced to \$150,000 effective November 1, 2011.

(3) In November 2011, our Compensation Committee increased Mr. Sullivan's annual base salary to \$209,625, retroactive to July 1, 2011.

(4) Mr. Riordan became our chief operating officer and executive vice president in May 2011.

(5) In November 2011, our Compensation Committee increased Mr. DeMaria's annual base salary to \$220,480, retroactive to July 1, 2011. Mr. DeMaria earned the amounts listed for him in the non-equity incentive plan compensation column for performance in 2010, 2011 and 2012 pursuant to sales commission and other sales incentive plans. Mr. DeMaria resigned his employment with us in January 2013.