

TECHNE CORP /MN/
Form DEFA14A
October 15, 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

Filed by the Registrant ☒ x

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
- ☒ x Definitive Additional Materials
- ☐ .. Soliciting Material Pursuant to §240.14a-12

TECHNE 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):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-60(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:

Techne Corporation (the Company) is providing this additional soliciting material in response to voting recommendations from Institutional Shareholder Services, Inc. (ISS) that relate to service by Dr. Roeland Nusse on the Company's Nominations and Governance Committee in light of payment of scientific consulting fees to Dr. Nusse by R&D Systems, Inc., a subsidiary of the Company. Such fees totaled \$24,000 in fiscal 2013.

After considering the ISS voting recommendations, the members of the Company's Nominations and Governance Committee, excluding Dr. Nusse, again evaluated Dr. Nusse's skills and qualifications as they relate to the functions of such Committee, and again determined that Dr. Nusse provides value as a member of the Nominations and Governance Committee. Dr. Nusse's scientific research and academic background provide valuable strategic insight, including insight into the Company's customers and markets, which benefits the director selection process. Further, the Company's Board of Directors has determined Dr. Nusse is independent under applicable laws and regulations of the SEC and the Nasdaq Stock Market LLC. Nevertheless, in response to the concerns raised by ISS, R&D Systems, Inc. has terminated its consulting contract with Dr. Nusse, effective immediately. Accordingly, Dr. Nusse is no longer receiving consulting fees from the Company or any of its subsidiaries, and the Company believes that Dr. Nusse is no longer an affiliated outside director under ISS policies.

This material is first being released to shareholders on or about October 15, 2013, and should be read together with the Proxy Statement dated September 20, 2013. The information contained in this material modifies or supersedes any inconsistent information contained in the Proxy Statement.

By Order of the Board of Directors,

/s/ Robert V. Baumgartner

ROBERT V. BAUMGARTNER,

Chairman of the Board