

NVE CORP /NEW/  
Form DEFA14A  
June 22, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**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 under §240.14a-12

**NVE 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.  
(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:



**Fellow Shareholders:**

In fiscal 2009 we continued to advance our mission of leadership in practical spintronics. We reported strong financial performance and positioned ourselves for the future with innovative new products, expanded capacity, and productive research and development.

Our financial performance was strong despite a challenging economy:

Total revenue increased 14%

Operating income increased 32%

Cash and marketable securities increased \$9.6 million

As the graphs at right show, revenues and profits were the best in our history, and our balance sheet is as stronger than ever. In the past five years our revenue more than doubled, operating income increased nearly ten fold, and cash plus marketable securities more than quadrupled.

With our exceptional performance, NVE was named to the 2008 Deloitte Technology Fast 500 and the 2008 *Forbes* list of Best Small Companies.

We introduced innovative products in the past year including a new family of sensors smaller than the head of a pin, a precise current sensor, a tunneling magnetoresistance angle sensor, and our most affordable couplers ever. We received a prestigious 2008 *EDN* Hot 100 Product award for the new couplers. Our new products could enable more efficient factories and smaller, more reliable medical devices.

Investments in equipment and facilities improved our efficiency, expanded our production capacity, and will support our future growth. Much of the investments were for equipment to deposit the nanoscale layers critical to our technology.

Fiscal 2009 was an especially productive year for R&D. Contract R&D revenue increased 81%, and we were granted five U.S. patents to bring our total to 50. The new patents are applicable to solid-state compassing, MRAM, anti-tamper MRAM, and laboratory-on-a-chip technology.

We enter fiscal 2010 with a strong balance sheet, products in demand, an efficient production infrastructure, excellent technology, and talented employees.

In March, NVE celebrated its 20th anniversary. We began operation in 1989 as Nonvolatile Electronics in the basement of our founder, spintronics pioneer Dr. James M. Daughton. We have come a long way in 20 years, and we remain passionately committed to Jim's vision of leading a spintronics revolution.

Sincerely,

Daniel A. Baker  
President and Chief Executive Officer

***Statements used in this letter that relate to future plans, events, or performance are forward-looking statements that are subject to certain risks and uncertainties including the risk factors listed from time to time in our filings with the SEC, including our Annual Report on Form 10-K and other reports filed with the SEC. The Company undertakes no obligation to update forward-looking statements.***