

NATUS MEDICAL INC
Form PRER14A
May 04, 2018
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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:

x Preliminary proxy statement

o Confidential, for use of the Commission Only (as permitted by Rule 14a-6(e)(2))

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

NATUS MEDICAL INCORPORATED
(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.

o 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:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4)Date Filed:

EXPLANATORY NOTE

Natus Medical Incorporated (the “Company”) is filing this amendment no. 1 (“Amendment No. 1”) to its preliminary proxy statement related to its 2018 Annual Meeting of Stockholders solely to include the proxy card to be used by the Company. Other than the addition of the proxy card, the content of the preliminary proxy statement filed by the Company with the Securities and Exchange Commission on May 2, 2018 and Amendment No. 1 is the same.

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Natus Medical Incorporated
6701 Koll Center Parkway Suite 120
Pleasanton, CA 94566
www.natus.com
(925) 223-6700

Preliminary Proxy Statement - Subject to Completion

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

TO OUR STOCKHOLDERS:

The 2018 Annual Meeting of Stockholders of Natus Medical Incorporated will be held on [], 2018, at [], Eastern Time, at [], for the following purposes:

1. To elect two directors to serve for a term of three years;
2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2018;
3. Advisory approval of the Company's named executive officer compensation;
4. Act upon a stockholder proposal submitted by Voce Catalyst Partners LP (together with its affiliates and related parties, "Voce") to repeal certain provisions or amendments to the amended and restated by-laws of the company adopted without stockholder approval after March 22, 2018 and up to and including the date of the Annual Meeting (the "Voce bylaw proposal"), if properly introduced at the Annual Meeting; and
5. Transaction of such other business as may properly come before the Annual Meeting or any adjournment thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. Stockholders who owned shares of our stock at the close of business on [____], 2018, are entitled to attend and vote at the Annual Meeting. A complete list of these stockholders will be available during normal business hours for ten days prior to the Annual Meeting at []. A stockholder may examine the list for any legally valid purpose related to the Annual Meeting. The list will also be available during the Annual Meeting for inspection by any stockholder present at the Annual Meeting.

It is extremely important that your shares are represented and vote. Whether or not you plan to attend the Annual Meeting, please vote as soon as possible. If your shares are held in street name by a broker, trustee or other nominee and you do not instruct this nominee how to vote your shares, your shares will not be voted on any matter other than approval of the appointment of our independent accountants.

Please note that Voce has stated its intention to (1) propose two alternate director nominees for election at the Annual Meeting in opposition to the nominees recommended by your Board of Directors, (2) propose the removal of the Chairman of your Board of Directors, Robert A. Gunst and (3) seek the election of a director candidate to fill the vacancy caused by Mr. Gunst's removal. You may receive solicitation materials from Voce, including proxy statements and proxy cards. We are not responsible for the accuracy of any information provided by or relating to Voce or its nominees contained in solicitation materials filed or disseminated by or on behalf of Voce or any other statements Voce or its representatives may make.

Your Board of Directors unanimously recommends a vote "FOR" both nominees proposed by your Board of Directors on the enclosed WHITE proxy card. Your Board of Directors does NOT endorse any Voce nominee or any of the Voce proposals and strongly urges you to DISCARD all proxy cards or other materials sent to you by Voce. If you have previously submitted a proxy card sent to you by Voce, you can revoke that proxy by signing and dating the enclosed WHITE proxy card and returning it in the postage-paid envelope provided or by voting via the Internet or by

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telephone by following the instructions provided on the enclosed WHITE proxy card. Only your last-dated proxy will count, and the proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in the accompanying Proxy Statement. Stockholders who have questions or would like additional information should contact Natus's proxy solicitor, Morrow Sodali, toll-free at (800) 662-5200 or by e-mail at BABY@morrrowsodali.com.

YOUR VOTE IS IMPORTANT

PLEASE SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE BY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED WHITE PROXY CARD

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For the Board of Directors of
Natus Medical Incorporated

JAMES B. HAWKINS
Chief Executive Officer
Pleasanton, California
[], 2018

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON [], 2018

The proxy materials, including this Notice, the accompanying Proxy Statement and our annual report are available at the Investor Relations pages of our website at <http://www.natus.com>.

If you have any questions or require assistance with voting your shares, please contact our proxy solicitor using the information set forth below:

Morrow Sodali LLC
509 Madison Avenue, Suite 1608
New York, NY 10022
Call Toll-Free 1-800-662-5200
BABY@morrrowsodali.com

YOUR VOTE IS IMPORTANT
PLEASE SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE BY FOLLOWING THE INSTRUCTIONS ON THE ENCLOSED WHITE PROXY CARD

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Q: Why am I receiving these materials?

The Board of Directors (the “Board”) of Natus Medical Incorporated, (“Natus,” the “Company,” “we,” or “our”), a Delaware corporation, is providing these proxy materials to you in connection with the annual meeting of stockholders that will take place on [], 2018 (the “Annual Meeting”). As a stockholder as of the record date, [], 2018, you are invited to attend the annual meeting, and are entitled, and requested, to vote on the items of business described in this proxy statement. We are distributing the proxy materials on or about [], 2018.

Q: What information is contained in this proxy statement?

The information included in this proxy statement relates to the proposals to be voted on at our Annual Meeting, the voting process, the compensation of executive officers and directors, and certain other required information.

Q: What items of business will be voted on at the Annual Meeting?

A: The following items will be voted on at the Annual Meeting:

• The election of two directors for a term of three years;

• The ratification of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2018;

• Advisory approval of the Company’s named executive officer compensation;

• the Voce bylaw proposal, if properly introduced; and

• any other proposals that are properly introduced.

Q: How does the Board recommend that I vote?

Our Board recommends that you vote your shares using the WHITE proxy card “FOR” both the nominees to the Board as set forth in Proposal No. 1, “FOR” the ratification of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2018, “FOR” the advisory vote on named executive officer compensation and “AGAINST” the Voce bylaw proposal.

The Board does NOT endorse any of the Voce proposals and strongly urges you NOT to sign or return any proxy card sent to you by Voce.

Q: Why might I be receiving proxy materials from Voce?

Voce, a hedge fund with beneficial ownership of approximately 2% of the outstanding common stock, has provided notice that (1) it may nominate at the Annual Meeting its own slate of two nominees to stand for election as directors and has submitted the Voce bylaw proposal for a vote at the Annual Meeting, (2) it may propose the removal of our Chairman, Mr. Gunst from the Board (the “Voce removal proposal”) and (3) it may nominate an additional candidate (together with the two nominees, the “Voce nominees”) to fill the vacancy created by our Chairman’s removal (the “Voce replacement proposal”). You may receive solicitation materials from Voce seeking your proxy to vote for the Voce nominees, for the removal of our Chairman and for the Voce bylaw proposal. We are not responsible for the accuracy of any information provided by or relating to Voce or its nominees contained in solicitation materials filed or disseminated by or on behalf of Voce or any other statements Voce or its representatives may make.

Q: What should I do if I receive proxy materials from Voce or another third party?

The Board does NOT endorse any Voce nominee or the Voce bylaw proposal, nor does it endorse the Voce removal proposal or the Voce replacement proposal, and urges you to vote using the WHITE proxy card. The Board unanimously recommends a vote “FOR” the election of each of the board’s nominees, whose names are set forth on the enclosed WHITE proxy card and “AGAINST” the Voce bylaw proposal.

IF YOU DO RECEIVE ANY MATERIALS FROM VOCE OR ANOTHER THIRD PARTY, THE BOARD URGES YOU TO DISCARD ANY PROXY CARD SENT TO YOU BY VOCE OR SUCH THIRD PARTY. IF YOU HAVE ALREADY VOTED USING A PROXY CARD SENT TO YOU BY VOCE, YOU HAVE EVERY RIGHT TO CHANGE YOUR VOTE.

Voting to “withhold” with respect to any of the Voce nominees on its proxy card is not the same as voting for our Board’s nominees. This is because a vote to “withhold” with respect to any of the Voce nominees on its proxy card will revoke any previous proxy submitted by you. **DO NOT RETURN ANY PROXY CARD SENT TO YOU BY VOCE**

EVEN AS A PROTEST VOTE AGAINST VOCE OR THE VOCE NOMINEES.

Q: What shares can I vote?

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Each share of Natus common stock issued and outstanding as of the close of business on [], 2018, the record date, is entitled to be voted on all items being voted upon at the Annual Meeting. You may vote all shares owned by you as of that date, including (i) shares held directly in your name as the stockholder of record, and (ii) shares held by you as the beneficial owner through a broker, trustee, or other nominee, such as a bank. More information on how to vote these shares is contained in this proxy statement. On the record date we had approximately [] shares of common stock issued and outstanding, and each outstanding share is entitled to one vote.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Rather than holding shares in their own name, as a stockholder of record, most Natus stockholders hold their shares A: beneficially through a broker, trustee or other nominee. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record - If your shares are registered directly in your name with our transfer agent, Wells Fargo Shareowner Services, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to grant your voting proxy directly to Natus or to vote in person at the Annual Meeting. Voting instructions are provided online with the proxy materials and, if you are receiving a paper copy of the proxy materials Natus has enclosed a WHITE proxy card for you to use.

Beneficial Owner - If your shares are held in a brokerage account or by another nominee you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you together with a WHITE voting instruction card by your broker, trustee or other nominee. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote and are also invited to attend the Annual Meeting. Since a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain “legal proxy” from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee how to vote your shares.

Q: How can I vote my shares in person at the Annual Meeting?

Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, trustee or A: nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we urge you to also vote by returning a WHITE proxy card or by submitting your proxy or voting instructions as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

Q: How can I vote my shares without attending the Annual Meeting?

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may vote by signing and returning in the envelope provided the WHITE proxy card. If you hold shares beneficially in street A: name, you may vote by submitting voting instructions to your broker, trustee or other nominee. The WHITE proxy card also contains instructions on how to vote via the Internet or by telephone. For shares held beneficially in street name, the voting instruction card provided by your broker, trustee or other nominee will include instructions on how to vote by telephone, Internet or by mail.

By Mail - Stockholders of record of Natus common stock may submit proxies by completing, signing and dating their WHITE proxy cards and mailing them in the pre-addressed envelope provided. Natus stockholders who hold shares beneficially in street name may vote by mail by completing, dating and signing the voting instruction cards provided and mailing them in the pre-addressed envelope provided to their broker, trustee, or other nominee.

By Internet - Stockholders of record of Natus common stock with Internet access may submit proxies by following the “Vote by Internet” instructions on their WHITE proxy cards. Most Natus stockholders who hold shares beneficially in street name may direct the voting of their shares by accessing the website specified on the voting instruction cards provided by their broker, trustee or other nominee. Please check the voting instruction card for Internet voting availability.

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By Telephone - Stockholders of record of Natus common stock who live in the United States or Canada may submit proxies by following the "Vote by Phone" instructions on their WHITE proxy cards. Most Natus stockholders who hold shares beneficially in street name and live in the United States or Canada may direct the voting of their shares by phone by calling the number specified on the voting instruction card provided by their broker, trustee or other nominee. Please check the voting instruction card for telephone voting availability.

Q: Can I change my vote or otherwise revoke my proxy?

You may change your vote at any time prior to the vote at the Annual Meeting. If you are the stockholder of record, A: you may change your vote by granting a new proxy bearing a later date (which automatically revokes your earlier proxy, including on

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your vote on all matters set forth on such earlier proxy whether or not such matter is listed on the newly submitted proxy), by providing a written notice of revocation to our Corporate Secretary prior to your shares being voted, or by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, trustee or other nominee, or, if you have obtained a legal proxy from your nominee giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

Your Board urges you to revoke any proxy card you may have returned that you received from Voce. If you have previously signed a proxy card sent to you by Voce, you have every right to change your vote. You may revoke that proxy and vote as recommended by our Board by signing, dating and returning the enclosed WHITE proxy card in the enclosed postage-paid envelope or by voting via the Internet or by telephone by following the instructions provided on the enclosed WHITE proxy card. Only your latest-dated proxy will be counted. Submitting a Voce proxy card-even if you withhold your vote on the Voce nominees, vote against the Voce removal proposal and vote against the Voce bylaw proposal-will revoke any votes that you previously made on the WHITE proxy card. Accordingly, if you wish to vote pursuant to the recommendation of our Board, you should disregard any proxy card that you receive that is not a WHITE proxy card. Do not return any proxy card that you may receive from Voce, even as a protest vote against Voce or the Voce nominees. Your Board of Directors does NOT endorse any Voce nominee or any of the Voce proposals and strongly urges you to DISCARD all proxy cards or other materials sent to you by Voce.

Q: How many shares must be present or represented to conduct business at the Annual Meeting?

A: Holders of a majority of shares of our common stock issued and outstanding and entitled to vote as of the record date must be present in person or represented by proxy to meet the quorum requirement pursuant to our amended and restated bylaws ("Bylaws") for holding the Annual Meeting and transacting business. Both abstentions and broker non-votes are counted for the purpose of determining the presence of a quorum.

Q: How are votes counted?

A: In the election of directors, you may vote "FOR" or "ABSTAIN" with respect to the nominees. If you elect to abstain from the election of directors, the abstention will not have any effect on the election of directors.

You may vote "FOR," "AGAINST," or "ABSTAIN" with respect to: (i) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, (ii) on an advisory basis, the compensation of our named executive officers, and (iii) the Voce bylaw proposal, if properly introduced. If you elect to abstain from voting on any of these proposals, the abstention will have the same effect as an "AGAINST" vote with respect to such proposal.

We strongly urge you not to vote on: (i) the Voce removal proposal and (ii) the Voce replacement proposal by submitting the enclosed WHITE proxy card. Not voting on the Voce removal proposal will have the same effect as an "AGAINST" vote with respect to such proposal. If the Natus stockholders disapprove the Voce removal proposal, the Voce replacement proposal will be rendered moot, and even if such proposal is properly brought, not voting on the Voce removal proposal will have the same effect as an "AGAINST" vote with respect to such proposal. Even voting against the Voce removal proposal and the Voce replacement proposal on Voce's proxy card does not have the same effect as failing to vote at all, because voting on a card you receive from Voce will revoke any votes that you previously made on the WHITE proxy card. Your Board urges you to DISCARD all proxy cards or other materials sent to you by Voce. Do not return any proxy card that you may receive from Voce, even as a protest vote against Voce or the Voce nominees. If you are a stockholder of record and sign and return your WHITE proxy card or WHITE voting instruction form without giving specific voting instructions, your shares will be voted as recommended by our Board. If you are a beneficial holder and do not return a voting instruction form, your broker may only vote on "routine" matters, such as the ratification of the appointment of KPMG LLP. However, because Voce has indicated its intention to deliver proxy materials in opposition to our Board to your broker to forward to you on their behalf, with respect to the accounts to which Voce mails its proxy materials, the broker nominee will not be able to exercise its discretion to vote with respect to such accounts on any of the proposals at the Annual Meeting, including, the ratification of the appointment of KPMG LLP and, if properly brought, the Voce removal proposal and the Voce replacement proposal.

Q: What is the voting requirement to approve each of the proposals?

In the absence of a contested election, a director must be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares of common stock present in person or represented by proxy and

A: entitled to vote. However, under our Bylaws, in a contested election of directors in which the number of nominees exceeds the number of directors to be elected (which is the case this year as a result of Voce's nomination of the

Voce nominees), the two nominees receiving the highest number of affirmative votes will be elected as directors.

Voting to "withhold" with respect to any of the Voce nominees on its proxy card is not the same as voting for our Board's nominees. This is because a vote to "withhold" with respect to any of the Voce nominees on its proxy card

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will revoke any previous proxy submitted by you. **DO NOT RETURN ANY PROXY CARD SENT TO YOU BY VOCE EVEN AS A PROTEST VOTE.** Your Board strongly urges you to **DISCARD** all proxy cards or other materials sent to you by Voce.

The affirmative vote of a majority of the shares of common stock present in person or represented by proxy and entitled to vote is required to approve each of the following proposals: (i) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, and (ii) the approval, on an advisory basis, of the compensation of our named executive officers, and (iii) approval of the Voce bylaw proposal, if properly introduced. In the event the Voce removal proposal is properly introduced, the affirmative vote of a majority of all of the then-outstanding shares of common stock would be required for the approval of such proposal. In the event the Voce removal proposal has succeeded and the Voce replacement proposal is properly introduced, the affirmative vote of a majority of all of the then-outstanding shares of common stock would be required to appoint the Voce nominee to fill the vacancy so created.

If you are a beneficial owner and do not provide the stockholder of record with voting instructions, your shares may constitute broker non-votes (see “What are broker non-votes and what effect do they have on the proposals?” below).

Q: What are broker non-votes and what effect do they have on the proposals?

Generally, broker non-votes occur when shares held by a broker, bank, or other nominee in “street name” for a beneficial owner are not voted with respect to a particular proposal because the broker, bank, or other nominee (i) has not received voting instructions from the beneficial owner and (ii) lacks discretionary voting power to vote those shares with respect to that particular proposal.

A broker is entitled to vote shares held for a beneficial owner on “routine” matters, such as the ratification of the appointment of KPMG LLP as our independent auditors (Proposal No. 2), without instructions from the beneficial owner of those shares. On the other hand, absent instructions from the beneficial owner of such shares, a broker is not entitled to vote shares held for a beneficial owner on “non-routine” matters, such as the election of our directors (Proposal No. 1), the vote, on an advisory basis, of the compensation of our named executive officers (Proposal No. 3) or the vote on the Voce bylaw proposal, if properly introduced (Proposal No. 4). However, because Voce has indicated its intention to deliver proxy materials in opposition to our Board to your broker to forward to you on their behalf, with respect to the accounts to which Voce mails its proxy materials, the broker nominee will not be able to exercise its discretion to vote with respect to such accounts on any of the proposals at the Annual Meeting, including, if properly brought, the Voce removal proposal or the Voce replacement proposal.

Thus, if you hold your shares in street name, it is critical that you cast your vote and instruct your broker about how you wish your shares to be voted if you want it to count in any of the proposals, including Proposal 2.

Broker non-votes are counted for purposes of determining whether or not a quorum exists for the transaction of business, but will not be counted for purposes of determining the number of shares represented and voted with respect to an individual proposal, and therefore will have no effect on the outcome of the vote on an individual proposal.

Thus, if you do not give your broker specific voting instructions, your shares will not be voted on the proposals and will not be counted in determining the number of shares necessary for approval.

Q: Is cumulative voting permitted for the election of directors?

Yes. Every stockholder voting to elect a director may cumulate such stockholder’s votes and give to one of the candidates to be elected a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder is entitled, or distribute the stockholder’s votes on the same principle among as many candidates as the stockholder thinks fit, provided that votes cannot be cast for more than the number of directors to be elected. In their discretion, the proxy holders may, when voting for directors, cumulate the votes represented by the proxies received. No stockholder shall be entitled to cumulate votes for a candidate unless such candidate’s name has been properly placed in nomination prior to the voting and the stockholder, or any other stockholder, has given notice at the Annual Meeting, prior to the voting, of the intention to cumulate the stockholder’s votes. The holder may cast all of their votes “For” or “Against” a single candidate or may distribute them among any number of candidates.

However, you will NOT be permitted to distribute your votes between the candidates recommended by our Board listed on the WHITE proxy card and the Voce nominees on the proxy card sent to you by Voce. This is because any

vote with respect to any of the Voce nominees on its proxy card will revoke any previous proxy submitted by you, including FOR any of the Board's nominees. DO NOT RETURN ANY PROXY CARD SENT TO YOU BY VOCE, EVEN AS A PROTEST VOTE AGAINST VOCE OR THE VOCE NOMINEES. Your Board strongly urges you to DISCARD all proxy cards or other materials sent to you by Voce.

Q: What happens if additional matters are presented at the Annual Meeting?

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Other than the items of business described in this proxy statement, including the Voce removal proposal and the Voce replacement proposal, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy using the enclosed WHITE proxy form, the persons named as proxy holders, James B. Hawkins and Jonathan A. Kennedy, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. In addition, voting on the enclosed WHITE proxy form will have the same effect as an “AGAINST” vote with respect to the Voce removal proposal and an abstention on the Voce replacement proposal.

If for any unforeseen reason either of our nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates that may be nominated by the Board.

Q: What should I do if I receive more than one set of voting materials?

A: You may receive more than one set of voting materials from us, including multiple WHITE proxy cards or WHITE voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each WHITE proxy card and WHITE voting instruction card that you receive.

Voce has provided notice that it may nominate at the Annual Meeting the Voce nominees to stand for election as directors. As a result, you may receive proxy solicitation material from Voce. If you wish to vote pursuant to the recommendation of our Board, you should disregard any proxy card that you receive that is not a WHITE proxy card. If you withhold your vote on any Voce nominee using Voce’s proxy card, your vote will not be counted as a vote for our Board’s nominees and will result in the revocation of any previous vote that you may have cast on the WHITE proxy card. **OUR BOARD URGES YOU NOT TO RETURN ANY PROXY CARD THAT MAY BE SENT TO YOU BY VOCE, EVEN AS A PROTEST VOTE AGAINST VOCE OR THE VOCE NOMINEES.**

A number of brokers with account holders who beneficially own our common stock will be “householding” our annual report and proxy materials. A single set of annual reports and other proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. Stockholders may revoke, or provide, their consent at any time by contacting Broadridge ICS, either by calling toll-free 800-542-1061, or by writing to Broadridge ICS, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. Upon such request, we will promptly deliver a separate copy of the annual report and/or, as applicable, the proxy materials to any stockholder at a shared address to which we delivered a single copy of any of the materials.

Any stockholders who share the same address and currently receive multiple copies of our proxy materials or annual report who wish to receive only one copy in the future can contact their broker, trustee or other nominee to request information about householding.

Q: How may I obtain an additional set of voting materials?

A: If you wish to receive an additional set of proxy materials now or in the future, you may write us to request a separate copy of these materials from our principal executive offices at: Natus Medical Incorporated, Attn: Investor Relations, 6701 Koll Center Parkway, Suite 120, Pleasanton, CA, 94566, or by calling us at (925) 223-6700.

Q: Who will bear the cost of soliciting votes for the Annual Meeting?

A: Natus is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for any telephone charges you may incur. In addition to the