

GERBER SCIENTIFIC INC
Form DEF 14A
August 10, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14a-101)**

**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 §240.14a-12

Gerber Scientific, 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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(4) Proposed maximum aggregate value of transaction:

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- o Fee paid previously with preliminary materials:
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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

August 10, 2009

Dear fellow shareholder:

You are cordially invited to attend the 2009 Annual Meeting of Shareholders of Gerber Scientific, Inc., which will be held at 1:00 p.m., local time, on Thursday, September 17, 2009, at our corporate headquarters in South Windsor, Connecticut. The Notice of Annual Meeting and Proxy Statement that accompany this letter describe the matters to be voted on at the meeting. In addition, our management will make a presentation on operating results for fiscal 2009 and recent developments affecting your company. We hope you will be able to attend and participate in the meeting.

Whether or not you plan to attend, it is important that your shares be represented and voted at the meeting. As a shareholder of record, you may vote your shares by submitting your proxy by proxy card, over the Internet or by telephone. You may also vote your shares in person at the Annual Meeting.

On behalf of your Board of Directors, I would like to thank you for your continued support and interest in Gerber.

Sincerely,

Marc T. Giles
President and Chief Executive Officer

**GERBER SCIENTIFIC, INC.
83 GERBER ROAD WEST
SOUTH WINDSOR, CONNECTICUT 06074**

**Notice of Annual Meeting of Shareholders
to be held on September 17, 2009 at 1:00 p.m.**

The Annual Meeting of Shareholders of Gerber Scientific, Inc. (Gerber) will be held on Thursday, September 17, 2009, at 1:00 p.m., local time, at Gerber s corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut. The Annual Meeting has been called for the following purposes:

1. to consider and vote upon the election of the seven nominees to the Board of Directors named in the accompanying Proxy Statement;
2. to consider and vote upon the ratification of the appointment of PricewaterhouseCoopers LLP as Gerber s independent registered public accounting firm for fiscal 2010;
3. to consider and vote upon an amendment to the Gerber Scientific, Inc. 2006 Omnibus Incentive Plan to increase by 1,250,000 shares the number of shares of Gerber s common stock available for issuance under the plan; and
4. to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Only shareholders of record at the close of business on July 31, 2009 will be entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted. If you wish to vote without attending the Annual Meeting, you should complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope that we have included for your convenience. Alternatively, you may submit your proxy through the Internet or by telephone as indicated on the enclosed proxy card. No postage is required if you mail your proxy in the United States. Even if you plan to attend the Annual Meeting, we would appreciate receiving your voting instructions before that date. Submitting your proxy card or your proxy through the Internet or by telephone before the Annual Meeting will not preclude you from voting in person at the Annual Meeting if you should decide to attend.

All shareholders are invited to attend the Annual Meeting. No ticket is required for admittance. If you have any questions regarding this Notice of Annual Meeting or if you have special needs which require assistance, please call us at 1-800-811-4707, extension 8206, and we will be happy to assist you.

By Order of the Board of Directors,

William V. Grickis, Jr.
Secretary

South Windsor, Connecticut

August 10, 2009

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be Held on September 17, 2009: This Proxy Statement and our 2009 Annual Report to Shareholders are available at www.gerberscientific.com/investors/annuals.htm.

**GERBER SCIENTIFIC, INC.
83 GERBER ROAD WEST
SOUTH WINDSOR, CONNECTICUT 06074**

**Annual Meeting of Shareholders
to be held on September 17, 2009 at 1:00 p.m.**

PROXY STATEMENT

GENERAL INFORMATION

Gerber Scientific, Inc., or Gerber, is furnishing this Proxy Statement in connection with the solicitation of proxies by Gerber's Board of Directors, or the Board, for use at the Annual Meeting of Shareholders to be held on Thursday, September 17, 2009, at 1:00 p.m., local time, at Gerber's corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut, 06074. For your convenience, we have included directions to our corporate headquarters in Appendix A to this Proxy Statement.

This Proxy Statement and the enclosed proxy card are first being mailed to Gerber's shareholders on or about August 11, 2009.

The Annual Meeting has been called for shareholders (1) to consider and vote upon the election of seven nominees to the Board named in this Proxy Statement, (2) to consider and vote upon a proposal to ratify the appointment of PricewaterhouseCoopers LLP as Gerber's independent registered public accounting firm for fiscal 2010, (3) to consider and vote upon an amendment to the Gerber Scientific, Inc. 2006 Omnibus Incentive Plan, which we refer to as the Plan, to increase by 1,250,000 shares the number of shares of Gerber's common stock available for issuance under the Plan and (4) to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Proxy Solicitation

Gerber will pay the cost of this proxy solicitation. In addition to the solicitation of proxies by use of the mails, officers and other employees of Gerber and its subsidiaries may solicit proxies by personal interview, telephone, facsimile, e-mail and telegram. None of these individuals will receive compensation for such services, which will be performed in addition to their regular duties. Gerber will make arrangements with brokerage firms, banks, custodians, nominees and other fiduciaries to forward proxy solicitation materials for shares held of record by them to the beneficial owners of such shares. Gerber will reimburse such persons for their reasonable out-of-pocket expenses in forwarding such materials. Gerber will use the services of Georgeson Inc. to aid in the solicitation of proxies at a fee of \$11,500 plus reimbursement of out-of-pocket expenses. The total cost to Gerber of such solicitation is not expected to exceed \$20,000. Gerber has agreed to indemnify Georgeson Inc. against any losses, claims, damages, liabilities or expenses such firm may incur in providing these services.

A list of shareholders entitled to notice of the Annual Meeting will be open to the examination of any shareholder during regular business hours beginning on August 13, 2009 at Gerber's corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut, and at the time and place of the Annual Meeting during the whole time of the Annual Meeting.

Voting Procedures

Q: What shares owned by me may be voted?

A: You may only vote the shares of Gerber's common stock owned by you as of the close of business on July 31, 2009, which is the record date for the determination of shareholders entitled to notice of, and to vote at, the meeting. These shares include the following:

shares of common stock held directly in your name as the shareholder of record; and

shares of common stock held for you, as the beneficial owner, through a broker, bank or other nominee.

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

A: Most of Gerber's shareholders hold their shares through a broker, bank or other nominee, rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

If your shares are registered directly in your name with Gerber's transfer agent, Computershare Investor Services, you are considered, with respect to those shares, the shareholder of record, and these proxy materials are being sent directly to you on behalf of Gerber. As the shareholder of record, you have the right to grant your voting proxy to Gerber officers specified on the enclosed proxy card or to vote in person at the meeting. Gerber has enclosed a proxy card for you to use. Alternatively, you may submit your proxy through the Internet or by telephone as indicated on the enclosed proxy card.

If your shares are held in a brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares, which are said to be held in street name, and the proxy materials are being sent to you by your broker or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker or nominee how to vote. You are also invited to attend the meeting, but since you are not the shareholder of record, you may not vote these shares in person at the meeting unless you receive a proxy from your broker or nominee. Your broker or nominee has enclosed a voting instruction card for you to use. If you wish to attend the meeting and vote in person, please mark the box on the voting instruction card received from your broker or nominee and return it to the broker or nominee so that you receive a legal proxy to present at the meeting.

Q: How may I vote my shares at the meeting?

A: You may vote shares held directly in your name as the shareholder of record in person at the Annual Meeting. If you choose to vote in person at the Annual Meeting, please bring the enclosed proxy card and proof of identification with you to the meeting. You may vote shares that you beneficially own if you receive and present at the meeting a proxy from your broker or nominee, together with proof of identification. Even if you plan to attend the Annual Meeting, Gerber recommends that you also submit your proxy as described below so that your vote will be counted if you later decide not to attend the meeting.

Q: How may I vote my shares without attending the meeting?

A: Whether you hold shares directly as the shareholder of record or as the beneficial owner of shares held in street name, you may direct your vote without attending the meeting. You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker or nominee. In most instances, you will be

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able to do this over the Internet, by telephone or by mail. If you are a shareholder of record, you may vote without attending the meeting as follows:

By Internet If you have Internet access, you may submit your proxy from any location in the world by following the Internet Voting instructions on the proxy card.

By Telephone You may submit your proxy by following the Telephone Voting instructions on the proxy card.

By Mail You may vote by marking, dating and signing your proxy card and mailing it in the enclosed, self-addressed, postage prepaid envelope. No postage is required if the proxy is mailed in the United States.

Shares of common stock that are represented by a properly executed proxy, if such proxy is received in time and not revoked, will be voted at the Annual Meeting according to the instructions indicated in the proxy. **If no instructions are indicated, the shares will be voted FOR approval of the proposals listed on the proxy card.** Discretionary authority is provided in the proxy as to any matters not specifically referred to in the proxy. The Board is not aware of any other matters that are likely to be brought before the Annual Meeting. If other matters are properly brought before the meeting, including a proposal to adjourn the Annual Meeting to permit the solicitation of additional proxies in the event that one or more proposals have not been approved by a sufficient number of votes at the time of the Annual Meeting, the persons named in the enclosed proxy will vote on such matters in their own discretion.

If you are a beneficial owner of common stock, please refer to the voting instruction card included by your broker or nominee for applicable voting procedures.

Q: How may I revoke a proxy?

A: A proxy submitted by Internet or telephone may be revoked by executing a later-dated proxy card, by subsequently submitting a new proxy through the Internet or by telephone, or by attending the Annual Meeting and voting in person. A shareholder executing a proxy card also may revoke the proxy at any time before it is exercised by giving written notice revoking the proxy to Gerber's Corporate Secretary, by subsequently submitting another proxy bearing a later date, or by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not automatically revoke a shareholder's proxy. All written notices of revocation or other communications with respect to revocation of proxies submitted by proxy card should be addressed to Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary.

Q: How does the Board recommend that I vote on the proposal to elect the seven nominees to the Board named in this Proxy Statement?

A: The Board unanimously recommends that shareholders vote FOR this proposal at the Annual Meeting.

Q: How does the Board recommend that I vote on the proposal to ratify the appointment of PricewaterhouseCoopers LLP as Gerber's registered independent public accounting firm for fiscal 2010?

A: The Board unanimously recommends that shareholders vote FOR this proposal at the Annual Meeting.

Q: How does the Board recommend that I vote on the proposal to approve an amendment to the Plan to increase by 1,250,000 shares the number of shares of common stock that may be issued under the Plan?

A: The Board unanimously recommends that shareholders vote FOR this proposal at the Annual Meeting.

Q: What is the quorum required for the Annual Meeting?

A: A majority of the votes of common stock entitled to be cast at the Annual Meeting on any matter and present in person or by proxy at the Annual Meeting will constitute a quorum for action on that matter at the meeting. Holders of record of the common stock on July 31, 2009 are entitled to notice of, and to vote at, the meeting or any adjournment or postponement of the meeting. As of the record date, 24,607,644 shares of common stock were outstanding and entitled to be cast on each proposal submitted to shareholders.

Q: How are votes counted?

A: Each holder of common stock is entitled to one vote at the Annual Meeting on each matter to come before the meeting, including the election of Directors, for each share held by such shareholder as of the record date. Votes cast in person at the Annual Meeting or by proxy will be tabulated by the inspector of election appointed for the Annual Meeting, who will determine whether a quorum is present. Abstentions and any broker non-votes will be counted for determining the presence of a quorum.

Q: What vote is required to elect the nominees to the Board named in this Proxy Statement?

A: Assuming a quorum is present, individual Director nominees are elected by a plurality of the votes cast at the meeting. Accordingly, the Directorships to be filled at the Annual Meeting will be filled by the nominees receiving the highest number of votes. In the election of Directors, votes may be cast for or withheld with respect to any or all nominees. A WITHHELD vote for any nominee will be counted for purposes of determining the votes present at the meeting.

Q: What vote is required to ratify the appointment of PricewaterhouseCoopers LLP as Gerber's independent registered public accounting firm?

A: Assuming a quorum is present, the appointment of PricewaterhouseCoopers LLP as Gerber's independent registered public accounting firm will be ratified if the votes cast in favor of ratification exceed the votes cast in opposition to ratification at the Annual Meeting. Abstentions, if any, and broker non-votes will have no effect on the outcome of this proposal.

Q: What vote is required to approve an amendment to the Plan to increase by 1,250,000 shares the number of shares of common stock that may be issued under the Plan?

A: Under Connecticut law, assuming a quorum is present, approval of the proposed amendment to the Plan requires that the votes cast in favor of the proposal exceed the votes cast in opposition to the proposal. For purposes of Connecticut law, abstentions, if any, will have no effect on the outcome of this proposal. Under the rules of the New York Stock Exchange, or NYSE, on which Gerber's common stock is listed, the proposal must be approved by a majority of the votes cast on the proposal, so long as the total votes cast on the proposal represent over 50% of the votes that may be cast by holders of common stock entitled to vote on the proposal. For purposes of the NYSE rules, abstentions are treated as votes cast and, accordingly, will have the same effect as a vote against the proposal. Broker non-votes will have no effect on the outcome of this proposal.

Q: What does it mean if I receive more than one proxy or voting instruction card?

A: This means your shares likely are registered in different forms or are registered in more than one account. Please provide voting instructions for all proxy and voting instruction cards you receive.

Q: Where can I find the voting results of the Annual Meeting?

A: Gerber will announce preliminary voting results at the meeting and, if the proposed amendment to the Plan is approved at the Annual Meeting, will file a current report on Form 8-K with the Securities and Exchange Commission, or SEC, disclosing shareholder approval of the amendment. Gerber will also publish the final voting results of the Annual Meeting for each proposal in its quarterly report on Form 10-Q for the second quarter of fiscal 2010.

Q: Is my vote confidential?

A: Proxy cards, ballots and voting tabulations that identify individual shareholders are mailed or returned to Gerber and handled in a manner intended to protect your voting privacy. Your vote will not be disclosed except (1) as needed to permit Gerber to tabulate and certify the vote, (2) as required by law or (3) in limited circumstances, such as any proxy contest in opposition to the Director candidates nominated by the Board. In addition, all comments written on the proxy card or elsewhere will be forwarded to management, but your identity will be

kept confidential unless you ask that your name be disclosed.

Annual Report to Shareholders

A copy of Gerber's annual report to shareholders for the 2009 fiscal year accompanies this Proxy Statement. Gerber has filed an annual report on Form 10-K for fiscal year 2009 with the SEC, which forms a part of the 2009 annual report to shareholders. Shareholders separately may obtain, free of charge, a copy of the 2009 Form 10-K, without exhibits, by writing to Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary. The 2009 Form 10-K is also available through

Gerber's website at www.gerberscientific.com. The annual report to shareholders and the 2009 Form 10-K are not proxy soliciting materials.

Delivery of Annual Meeting Documents

In accordance with SEC rules, we intend to send a single annual report to shareholders and Proxy Statement to any household where two or more shareholders reside unless we have received contrary instructions from the shareholders. This practice eliminates unnecessary mailings delivered to your home and helps to reduce Gerber's expenses. Each shareholder will continue to receive a separate proxy card.

If your household receives a single set of Annual Meeting documents for this year, and you would prefer to receive the duplicate copy, please contact the Corporate Secretary, either by calling (860) 644-1551 or by writing to the Corporate Secretary, care of Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074. Gerber will provide you with a duplicate copy promptly. If you share an address with another shareholder of Gerber and you would prefer to receive a separate set of Annual Meeting documents in the future, or both of you would prefer to receive only a single set of Gerber's Annual Meeting documents, please contact the Corporate Secretary at the telephone number or address above.

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be Held on September 17, 2009: This Proxy Statement and our 2009 Annual Report to Shareholders are available at www.gerberscientific.com/investors/annuals.htm.

SECURITY OWNERSHIP

The following tables present information regarding beneficial ownership of Gerber's common stock as of June 30, 2009. This information has been presented in accordance with the rules of the SEC and is not necessarily indicative of beneficial ownership for any other purpose. Under SEC rules, beneficial ownership of a class of capital stock as of any date includes any shares of that class as to which a person, directly or indirectly, has or shares voting power or investment power as of that date and also any shares as to which a person has the right to acquire sole or shared voting or investment power as of or within 60 days after that date through the exercise of any stock option, warrant or other right, without regard to whether such right expires before the end of such 60-day period or continues thereafter. If two or more persons share voting power or investment power with respect to specific securities, all of such persons may be deemed to be the beneficial owners of such securities. Information with respect to persons other than the holders listed in the tables below that share beneficial ownership with respect to the securities shown is set forth following the applicable table.

There were 24,608,644 shares of common stock outstanding as of June 30, 2009.

Principal Shareholders

The following table presents, as of June 30, 2009, information based upon Gerber's records and filings with the SEC regarding each person, other than a Director, Director nominee or executive officer of Gerber, known to Gerber to be the beneficial owner of more than 5% of the common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (%)
Mario J. Gabelli and affiliates One Corporate Center Rye, New York 10580	2,247,263	9.13
Zesiger Capital Group LLC 320 Park Ave. 30 th Floor, New York, New York 10022	2,051,400	8.34
Barclays Global Investors, NA 45 Fremont Street San Francisco, California 94105	1,851,697	7.52
Dimensional Fund Advisors LP 1299 Ocean Avenue Santa Monica, California 90401	1,685,698	6.85
FMR LLC 82 Devonshire Street Boston, Massachusetts 02109	1,450,300	5.89
Royce & Associates, LLC 1414 Avenue of the Americas New York, New York 10019	1,360,583	5.53

The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date, by the sum of the number of shares

outstanding as of that date plus the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date. Consequently, the denominator for calculating beneficial ownership percentages may be different for each beneficial owner.

The information concerning Mario J. Gabelli and affiliates is based upon an amendment to Schedule 13D filed with the SEC on March 11, 2009. In addition to Mr. Gabelli, each of the following entities that Mr. Gabelli controls or for which he acts as chief investment officer is a reporting person on the Schedule 13D/A: GGCP, Inc.; GAMCO Investors, Inc.; Gabelli Funds, LLC; GAMCO Asset Management, Inc.; and Teton Advisors, Inc.. According to the Schedule 13D/A, Gabelli Funds, LLC has beneficial

ownership of 591,000 of the reported shares, GAMCO Investors, Inc. has beneficial ownership of 1,492,863 of the reported shares and Teton Advisers, Inc. has beneficial ownership of 163,400 of the reported shares. Mr. Gabelli is deemed to have beneficial ownership of the shares owned beneficially by each of the foregoing entities. GAMCO Investors, Inc. and GGCP, Inc. are deemed to have beneficial ownership of the shares owned beneficially by each of the foregoing persons other than Mr. Gabelli.

The information concerning Zesiger Capital Group LLC is based upon an amendment to Schedule 13G filed with the SEC on February 10, 2009. Zesiger Capital Group LLC reports that it has sole voting power with respect to 1,588,000 of the reported shares and sole investment power with respect to all of the reported shares. Zesiger Capital Group LLC disclaims beneficial ownership of such shares on the basis that such shares are held in discretionary accounts that it manages.

The information concerning Barclays Global Investors, NA is based upon a Schedule 13G filed with the SEC on February 5, 2009. The shares of common stock shown as beneficially owned by Barclays Global Investors, NA include shares that are reported as held by the following entities in trust accounts for the economic benefit of the beneficiaries of those accounts: Barclays Global Investors, NA; Barclays Global Fund Advisors; Barclays Global Investors, Ltd.; Barclays Global Investors Japan Limited; Barclays Global Investors Canada Limited; Barclays Global Investors Australia Limited; and Barclays Global Investors (Deutschland) AG. Barclays Global Investors, NA reports that each of the foregoing entities has the sole voting and investment power with respect to the shares reported as held by that entity.

The information concerning Dimensional Fund Advisors LP is based upon an amendment to Schedule 13G filed with the SEC on February 9, 2009. Dimensional Fund Advisors LP reports that it is an investment adviser registered under the Investment Advisers Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940 and serves as investment manager to certain other commingled group trusts and separate accounts. Dimensional Fund Advisors LP reports that, in its role as investment adviser or manager, it possesses investment and/or voting power over all of the reported shares, but that all of the shares shown are owned by the investment companies, trusts and separate accounts and that it disclaims beneficial ownership of such securities.

The information concerning FMR LLC is based upon a Schedule 13G filed with the SEC on February 17, 2009. FMR LLC reports that it is a parent holding company and has sole voting power with respect to 828,500 of the reported shares and sole power to dispose of all of the reported shares. Fidelity Management & Research Company, or Fidelity, a wholly-owned subsidiary of FMR LLC, is the beneficial owner of 504,400 of the reported shares as a result of its status as an investment adviser to certain investment companies holding shares of Gerber's common stock. Edward C. Johnson III and FMR LLC have control of Fidelity and have sole power to dispose of the 504,400 shares reported as beneficially owned by Fidelity. In addition, Pyramis Global Advisors Trust, an indirect wholly-owned subsidiary of FMR LLC, is the beneficial owner of 945,900 of the reported shares as a result of its status as investment manager of institutional accounts holding shares of Gerber's common stock. Edward C. Johnson III and FMR LLC control Pyramis Global Advisors Trust and have sole power to dispose of 945,900 shares and sole power to vote 828,500 shares reported as beneficially owned by Pyramis Global Advisors Trust.

The information concerning Royce & Associates, LLC is based upon an amendment to Schedule 13G filed with the SEC on January 26, 2009. Royce & Associates, LLC reports that it has sole voting and investment power with respect to all of the reported shares.

Investment in Gerber by Directors and Executive Officers

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The following table presents, as of June 30, 2009, information regarding the beneficial ownership of Gerber's common stock by the following persons:

each Director;

each nominee to the Board;

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the named executive officers of Gerber as set forth in the Fiscal 2009 Summary Compensation Table below ; and

all of Gerber's Directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (%)
Donald P. Aiken	63,109	*
Michael R. Elia	54,841	*
Marc T. Giles	290,227	1.17
John Hancock	152,763	*
Edward G. Jepsen	317,533	1.29
Rodney Larson	34,830	*
Stephen P. Lovass	61,061	*
Randall D. Ledford	24,164	*
John R. Lord	39,164	*
Carole F. St. Mark	48,937	*
W. Jerry Vereen	52,678	*
All Directors and executive officers as a group (17 persons)	1,482,842	5.90

* Less than one percent.

The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date, by the sum of the number of shares outstanding as of that date plus the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date. Consequently, the denominator for calculating beneficial ownership percentages may be different for each beneficial owner.

The shares shown as beneficially owned by Mr. Aiken include 9,000 shares that Mr. Aiken has the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options and 50,109 shares deliverable to Mr. Aiken pursuant to the Gerber Scientific, Inc. Agreement for Deferment of Director Fees, which we refer to as the Agreement for Deferment of Director Fees, or deliverable to Mr. Aiken after he ceases to serve as a Director pursuant to the Gerber Scientific, Inc. Non-Employee Director's Stock Grant Plan, which we refer to as the Non-Employee Director's Stock Grant Plan.

The shares shown as beneficially owned by Mr. Giles include 121,666 shares that Mr. Giles has the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Mr. Hancock include 107,025 shares that Mr. Hancock has the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Mr. Jepsen include 26,933 shares deliverable to Mr. Jepsen after he ceases to serve as a Director pursuant to the Non-Employee Director's Stock Grant Plan.

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The shares shown as beneficially owned by Mr. Larson include 11,666 shares that Mr. Larson has the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Dr. Ledford are deliverable to Dr. Ledford after he ceases to serve as a Director pursuant to the Non-Employee Director's Stock Grant Plan.

The shares shown as beneficially owned by Mr. Lord include 24,164 shares deliverable to Mr. Lord after he ceases to serve as a Director pursuant to the Non-Employee Director's Stock Grant Plan.

The shares shown as beneficially owned by Mr. Lovass include 36,667 shares that Mr. Lovass has the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Ms. St. Mark include 9,000 shares that Ms. St. Mark has the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options and 38,937 shares deliverable to Ms. St. Mark pursuant to the Agreement for Deferment of Director Fees or deliverable to her after she ceases to serve as a Director pursuant to the Non-Employee Director's Stock Grant Plan.

The shares shown as beneficially owned by Mr. Vereen include 9,000 shares that Mr. Vereen has the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options, 1,000 shares held of record by a trust for which Mr. Vereen serves as trustee, and 33,678 shares deliverable to Mr. Vereen after he ceases to serve as a Director pursuant to the Non-Employee Director's Stock Grant Plan.

The shares shown as beneficially owned by all Directors and executive officers as a group include a total of 529,404 shares that all Directors and executive officers as a group have the right to purchase as of or within 60 days after June 30, 2009 pursuant to the exercise of stock options and a total of 197,985 shares deliverable to Directors pursuant to the Agreement for Deferment of Director Fees or pursuant to the Non-Employee Director's Stock Grant Plan.

AGENDA ITEM 1:

ELECTION OF DIRECTORS

Nominees for Election as Directors

As proposal 1 for the Annual Meeting, shareholders are asked to consider and vote upon the election of the seven nominees to the Board identified below.

Gerber's Amended and Restated Certificate of Incorporation provides that all Directors will stand for election for one-year terms ending at the Annual Meeting.

Gerber's Amended and Restated By-Laws provide that the Board will consist of not fewer than three or more than 11 Directors, with the actual number to be determined by Board resolution from time to time. The number of Directors currently constituting the entire Board is seven.

The Board has nominated Donald P. Aiken, Marc T. Giles, Edward G. Jepsen, Randall D. Ledford, John R. Lord, Carole F. St. Mark and W. Jerry Vereen as nominees for election as Directors of Gerber for a one-year term, until the next Annual Meeting of Shareholders or until their respective successors are elected and qualified. Each of the nominees is an incumbent Director.

The nominees have indicated that they are willing and able to serve as Directors if elected. If any of such nominees should become unable or unwilling to serve, the proxies intend to vote for such substitute nominees as may be designated by the Board upon the recommendation of the Nominating and Corporate Governance Committee of the Board.

Approval of Nominees

Approval of the nominees named above requires the affirmative vote of a plurality of the votes cast at the Annual Meeting. Votes may be cast for or withheld with respect to any or all nominees. Unless authority to do so is withheld, it is the intention of the persons named in the proxy to vote such proxy for the election of each of the nominees. You may not cumulate your votes in the election of Directors.

The Board unanimously recommends a vote FOR the election of each of the nominees named above to serve as Directors.

Information About the Nominees

Biographical information concerning each of the nominees as of June 30, 2009 is presented below.

Donald P. Aiken, age 65, has served as a Director since 1997 and has served as Chairman of the Board of Gerber since February 1, 2004. Mr. Aiken is retired. From August 2003 through December 2005, Mr. Aiken served as a director of ABB Lummus Global, a subsidiary of ABB Ltd., a provider of engineering, procurement and construction-related services for customers in the oil and gas, petrochemical and refining, and power industries. Mr. Aiken also served as a consultant to ABB, Inc., a provider of power and automation technologies for utility and other industrial customers, from February 2004 through December 2005. He served as President and Chief Executive Officer of ABB, Inc. from February 2001 to January 2004. Mr. Aiken served on the board of directors of Xerium Technologies, Inc., a manufacturer and supplier of products used in the production of paper, until December 2008.

Marc T. Giles, age 53, has served as Director, President and Chief Executive Officer of Gerber since November 2001. Mr. Giles began his career with Gerber in November 2000 as a Senior Vice President of Gerber and President of Gerber Technology, Inc. Before joining Gerber, Mr. Giles spent twelve years with FMC Corp., a producer of machinery and chemicals for industry and agriculture, where he served in a number of senior positions in sales and marketing management, strategy development, mergers and acquisitions, and general management. Mr. Giles serves as a director on the boards of Lydall Inc., a provider of specialty engineered products for the thermal/acoustical and filtration/separation markets, and the Connecticut Business & Industry Association.

Edward G. Jepsen, age 66, has served as a Director since 2003. Mr. Jepsen is retired. Mr. Jepsen was the Executive Vice President and Chief Financial Officer of Amphenol Corporation from November 1988 until December 31, 2004. Amphenol Corporation is a manufacturer of electronic interconnect components. Mr. Jepsen is a member of the board of directors of Amphenol Corporation and is a director of and chairman of the audit and finance committee and member of the compensation committee of ITC Holdings Corp., an investor in electricity transmission infrastructure improvements. Mr. Jepsen is Chair of Gerber's Audit and Finance Committee and serves on its Management Development and Compensation Committee.

Randall D. Ledford, Ph.D., age 59, has served as a Director since 2003. Dr. Ledford has served since 1997 as Senior Vice President and Chief Technology Officer of Emerson Electric Company and as President of Emerson Venture Capital. Emerson Electric is engaged principally in the worldwide design, manufacture and sale of a broad range of electrical, electromechanical and electronic products and systems. Dr. Ledford serves on Gerber's Audit and Finance Committee and its Nominating and Corporate Governance Committee.

John R. Lord, age 65, has served as a Director since 2003. Mr. Lord served as the non-executive chairman of Carrier Corporation from January 2000 until April 2006. Mr. Lord was President and Chief Executive Officer of Carrier Corporation from April 1995 until his retirement in January 2000. Carrier Corporation, a division of United Technologies Corp., is the world's largest manufacturer of air conditioning, heating and refrigeration equipment. Mr. Lord currently serves as a director of Amphenol Corporation, a manufacturer of electronic interconnect components. Mr. Lord serves as Chair of Gerber's Management Development and Compensation Committee and on its Audit and Finance Committee.

Carole F. St. Mark, age 66, has served as a Director since 1997. Ms. St. Mark is the founder and President of Growth Management LLC, a business development and strategic management company. Before her association with Growth Management LLC, Ms. St. Mark was employed by Pitney Bowes, Inc., a provider of office equipment and services, from 1980 to 1997, during which period she served in several senior positions, including President and Chief Executive Officer of Pitney Bowes Business Services. Ms. St. Mark serves as Chair of Gerber's Nominating and Corporate Governance Committee and on its Management Development and Compensation Committee.

W. Jerry Vereen, age 68, has served as a Director since 1994. Mr. Vereen has served since 1976 as President of Riverside Manufacturing Company and its subsidiaries and also serves as that company's Chairman and Chief Executive Officer. Riverside Manufacturing Company is primarily engaged in manufacturing and selling uniforms and business apparel to businesses and government agencies worldwide. Mr. Vereen serves on the board of directors of Georgia Power Company, where he also serves on the executive committee and the nuclear committee, of which he is chairman. He is a past chairman and current director of the American Apparel and Footwear Association, and past chairman and current member of the board of directors of the International Apparel Federation, which is headquartered in Amsterdam, Netherlands. Mr. Vereen is also a director of the National Association of Uniform Manufacturers and Distributors. Mr. Vereen serves on Gerber's Audit and Finance Committee, Nominating and Corporate Governance Committee and Management Development and Compensation Committee.

Board of Directors and Committees of the Board of Directors

The Board currently has a standing Audit and Finance Committee, a standing Management Development and Compensation Committee, and a standing Nominating and Corporate Governance Committee. The Board held 13 meetings during Gerber's 2009 fiscal year, which ended on April 30, 2009. During fiscal 2009, each Director attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by each committee of the Board on which such Director served during the period for which such Director served.

Director Independence. The Board has affirmatively determined that all of the current Directors, other than Marc T. Giles, are independent of Gerber within the meaning of rules of the NYSE, on which Gerber's common stock is listed. For a Director to be independent under the NYSE rules, the Board must affirmatively determine that the Director has no material relationship with Gerber, either directly or as a partner, shareholder or officer of an organization that has a relationship with Gerber. The Board has adopted a

categorical independence standard. Under this standard, a Director will not fail to qualify as independent solely because the Director served as an employee of any company that has made payments to, or received payments from, Gerber for property or services in an amount which in any of the last three fiscal years does not exceed the greater of \$750,000 or 2% of such other company's consolidated gross revenues. In making its independence determinations, the Board considered the fact that, during fiscal 2009, a company with which W. Jerry Vereen is affiliated purchased goods from Gerber for a total purchase price of \$50,390 in transactions that were in the ordinary course of business. The Board did not consider this relationship to affect Mr. Vereen's independence due to the relatively small monetary amounts of the transactions and the fact that the transactions were made in the ordinary course of business.

Consistent with the NYSE rules, Gerber's Corporate Governance Principles require Gerber's independent Directors to meet in executive session at every Board or committee meeting without any management Director or other member of management present. The Chair of the Board, who is currently Mr. Aiken, presides over each executive session.

Audit and Finance Committee. The Audit and Finance Committee, which held four meetings during fiscal 2009, currently consists of Mr. Jepsen, who is the Chair, Dr. Ledford, Mr. Lord and Mr. Vereen. The Board has determined that each member of this committee satisfies the NYSE's director independence standards. The Board also has determined that Edward G. Jepsen is an audit committee financial expert, as such term is defined in the SEC's rules, and is independent of management within the meaning of the NYSE's rules. This committee is responsible, among its other duties, for engaging, overseeing, evaluating and replacing Gerber's independent registered public accounting firm, pre-approving all audit and non-audit services by the independent registered public accounting firm, reviewing the scope of the audit plan and the results of the audit with management and the independent registered public accounting firm, reviewing the internal audit function, reviewing the adequacy of Gerber's system of internal accounting controls and disclosure controls and procedures, reviewing the financial statements and other financial information included in Gerber's annual and quarterly reports filed with the SEC, and exercising oversight with respect to Gerber's policies and procedures regarding adherence with legal requirements and risk management process.

Management Development and Compensation Committee. The Management Development and Compensation Committee, which held seven meetings during fiscal 2009, currently consists of Mr. Lord, who is the Chair, Ms. St. Mark, Mr. Jepsen and Mr. Vereen. The Board has determined that each member of this committee satisfies the NYSE's director independence standards.

The two primary purposes of the Management Development and Compensation Committee are to evaluate and develop executive talent for Gerber and to conduct reviews of Gerber's executive compensation strategies and oversee Gerber's overall compensation programs.

The specific functions and responsibilities of the Management Development and Compensation Committee are set forth in the Committee's charter. Under its charter, the Committee's responsibilities include, among other things:

- establishing a total compensation philosophy and policies that fairly reward Gerber's executive officers for performance benefiting shareholders and that effectively attract and retain the executive resources necessary to manage Gerber;

- assessing the competitiveness of each element of compensation paid to Gerber's executive officers;

- reviewing and approving the goals and objectives relevant to compensation of the Chief Executive Officer, or CEO, evaluating the performance of the CEO based on those goals and objectives, and approving the CEO's compensation based on this evaluation;

reviewing the CEO's evaluation of the performance of Gerber's other executive officers based on the objectives established and approved by the Committee, and reviewing and approving the compensation of the other executive officers, taking into consideration, among other things, the recommendations of the CEO;

administering Gerber's equity compensation plans, including approving equity incentive guidelines, the general size of overall grants, and specific grants to Gerber's executive officers and other employees; and

reviewing succession plans relating to Gerber's executive officers, including candidate readiness, management development initiatives and the need for external talent acquisition.