

inContact, Inc.
Form DEFA14A
May 02, 2011

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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 Section 240.14a-12

INCONTACT, INC.

(Name of Registrant as Specified in Its Charter)

Commission File Number: 001-33762

Not Applicable

(Name of Persons 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)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 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:

*** Exercise Your *Right to Vote****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 15, 2011.**

INCONTACT INC

Meeting Information

Meeting Type: Annual Meeting

For holders as of: April 18, 2011

Date: June 15, 2011 **Time:** 1:00 PM MDT

Location: Corporate Headquarters

7730 South Union Park Ave

Midvale, Utah 84047

INCONTACT INC

7730 SOUTH UNION PARK AVE

SUITE 500

MIDVALE, UT 84047

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:*

- | | |
|--------------------|--------------------------|
| 01) Theodore Stern | 04) Mark J. Emkjer |
| 02) Paul Jarman | 05) Blake O. Fisher, Jr. |
| 03) Steve Barnett | 06) Paul F. Koepp |

The Board of Directors recommends you vote FOR the following proposals:

2. AMEND BYLAWS TO CLASSIFY THE BOARD OF DIRECTORS AND PROVIDE FOR STAGGERED THREE-YEAR TERMS OF SERVICE FOR EACH CLASS.
3. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.
4. NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.

The Board of Directors recommends you vote 3 years on the following proposal:

5. ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.

***Note to Proposal 1:** If all nominees are elected and Proposal 2 to amend the Bylaws to classify the board of directors is approved, then nominees 01 and 02 will be Class 1 directors serving until the annual meeting in 2012, nominees 03 and 04 will be Class 2 directors serving until the annual meeting in 2013, and nominees 05 and 06 will be Class 3 directors serving until the annual meeting in 2014.

NOTE: As of the date of this proxy statement, the Board knows of no other matters that may come before the annual meeting. However, if any matters other than those referred to herein should be presented properly for consideration and action at the annual meeting, or any adjournment or postponement thereof, the proxies will be voted with respect thereto in accordance with the best judgement and in the discretion of the proxy holders.

