

KNOLL INC
Form DEFA14A
April 12, 2010

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 O

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

Knoll, 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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- 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.
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This additional information is intended to provide stockholders with important information we would like them to consider in connection with our proposal to approve the Knoll, Inc. 2010 Stock Incentive Plan at our annual meeting scheduled for May 5, 2010. More information regarding the proposal to approve the Knoll, Inc. 2010 Stock Incentive Plan is provided in our proxy statement dated March 24, 2010. A copy of the proxy statement is available on our website, www.knoll.com, and at www.edocumentview.com/KNL.

Key Equity Incentive Information as of March 31, 2010

Shares Outstanding: 47,004,737

Shares Available for Grant under Existing Stock Incentive Plans: 770,191

Shares Underlying Outstanding Stock Options: 2,807,717

Weighted Average Exercise Price of Outstanding Stock Options: \$14.31

Average Remaining Life of Outstanding Stock Options: 4.89 years

Outstanding Restricted Shares: 1,383,627

Additional Information Regarding Historical Equity Grants and Repurchases

We view equity based awards as a key element of our performance based compensation programs. We believe we have historically been prudent about the use of equity as a compensation tool. While our future grant practices may differ from past practices, stockholders should note the additional information provided below, which discloses the amount of equity granted under our stock incentive plans in 2007, 2008, 2009 and the first quarter of 2010. These numbers should be considered in relation to the number of shares we have repurchased in the corresponding periods to offset, in part, dilution to stockholders from equity grants, which is also provided below.

| 2007 | 2008 | 2009 | First Quarter 2010 |
|-------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| Equity Granted (stock options and restricted shares): | Equity Granted (stock options and restricted shares): | Equity Granted (stock options and restricted shares): | Equity Granted (stock options and restricted shares): |
| 475,000 | 1,262,117 | 975,818 | 25,446 |

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Shares Repurchased:

Shares Repurchased:

Shares Repurchased:

Shares Repurchased:

584,766

3,089,191

180,833

458,405

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE THEIR SHARES FOR THE PROPOSAL TO APPROVE THE KNOLL, INC. 2010 STOCK INCENTIVE PLAN.
