

KNOLL INC  
Form DEFA14A  
April 19, 2007

**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. \_\_)**

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 Rule 14a-12

**Knoll, Inc.**

(Name of Registrant as Specified In Its Charter)

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(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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2) Aggregate number of securities to which transaction applies:

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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):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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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:

1) Amount previously paid:

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2) Form, Schedule or Registration Statement No:

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3) Filing party:

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4) Date Filed:

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This additional information is provided in response to certain questions we have received from stockholders regarding our proposal to approve the Knoll, Inc. 2007 Stock Incentive Plan at our annual meeting scheduled for May 1, 2007.

**Information as of March 31, 2007**

Shares Outstanding: 49,681,641

Shares Available for Grant under Existing Stock Incentive Plans: 940,667

Granted but Unexercised Stock Options and Outstanding Restricted Shares: 5,284,946

**Additional Information for Consideration**

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. Although stockholders and investors should not necessarily infer anything about our future grant practices, stockholders should note the information below, which discloses the amount of equity granted under our stock incentive plans in 2004, 2005, 2006 and the first quarter of 2007. These numbers should be considered in relation to the number of shares we have repurchased in the corresponding periods, which is also provided below. In fact, we have repurchased approximately 6,814,930 shares over the last nine quarters since our initial public offering in December 2004.

<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>
<b>Equity Granted</b>	<b>Equity Granted</b>	<b>Equity Granted</b>	<b>Equity Granted</b>
<b>(stock options and</b>	<b>(stock options and</b>	<b>(stock options and</b>	<b>(stock options and</b>
<b>restricted shares):</b>	<b>restricted shares):</b>	<b>restricted shares):</b>	<b>restricted shares):</b>
3,117,040	410,000	25,000	475,000
<b>Shares</b>	<b>Shares</b>	<b>Shares</b>	<b>Shares</b>
<b>Repurchased:</b>	<b>Repurchased:</b>	<b>Repurchased:</b>	<b>Repurchased:</b>
13,200	181,408	6,048,756	584,766

The information above is supplemental to our 2007 proxy statement filed with the Securities and Exchange Commission (SEC) on March 26, 2007, and should be read in conjunction with such proxy statement and our other filings with the SEC.