

ORMAT TECHNOLOGIES, INC.
Form DEFA14A
March 27, 2014

SCHEDULE 14A

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 §240.14a-12

ORMAT TECHNOLOGIES, 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)(4) 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:

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:

Notice of Internet Availability of Proxy Materials

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 8, 2014.

The proxy statement and annual report to security holders are available at

<http://materials.proxyvote.com/686688>

To Our Stockholders:

We cordially invite you to attend the 2014 Annual Meeting of Stockholders of Ormat Technologies, Inc. The meeting will take place at the offices of Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, NY 10112 on Thursday, May 8, 2014, at 1:30 p.m. local time. We look forward to your attendance either in person or by proxy.

The purpose of the meeting is to:

1. Elect three directors, each for a term of three years;
2. Hold an advisory vote on executive compensation (the “Say-on-Pay” vote);
3. Approve the amendment to the Company’s 2012 Incentive Compensation Plan to increase the total number of shares underlying options, SARs or other awards that may be granted to newly-hired executive officers;
4. Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2014; and
5. Transact any other business that may properly come before the meeting or any postponements or adjournments of the meeting.

Your Board recommends that you vote FOR:

the election of the three nominees to the Board of Directors;

the approval, on an advisory basis, of the compensation of the Company's named executive officers;

the approval of the amendment to the Company's 2012 Incentive Compensation Plan to increase the total number of shares underlying options, SARS or other awards that may be granted to newly-hired executive officers; and

the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.

Ormat's 2014 Proxy Statement and Ormat's Annual Report on Form 10-K for 2013, which includes Ormat's audited financial statements, are available at <http://materials.proxyvote.com/686688>.

Stockholders of record as of March 18, 2014 are encouraged to attend the annual meeting. Directions to attend the meeting where you may vote in person can be obtained on our website or by calling us at (775) 356-9029. Beneficial owners of shares held in street name who wish to vote at the meeting will need to obtain a proxy form from their record holder.

YOUR VOTE IS IMPORTANT TO US WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. PLEASE SUBMIT YOUR PROXY TO VOTE YOUR SHARES BY SIGNING AND DATING A PROXY CARD AND RETURNING IT TO US IN THE ENVELOPE PROVIDED.

By order of the Board of Directors,

Yehudit Bronicki

Chief Executive Officer
