NOVADEL PHARMA INC
Form DEFA14A
April 28, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

o Definitive Proxy Statement

x Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

NOVADEL PHARMA, INC.

(Name of Registrant as Specified In Its Charter)
Not Applicable

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

o 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:

(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:

o Fee paid previously with preliminary materials.

o 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 10, 2010.

NOVADEL PHARMA INC.

Meeting Information

Meeting Type: Annual
For holders as of: April 16, 2010

Date: June 10, 2010 **Time:** 9:00 AM EDT

Location: Morgan, Lewis & Bockius, LLP
502 Carnegie Center
Princeton, New Jersey 08540

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.

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Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

COMBINED DOCUMENT
How to View Online:
Have the information that is printed in the box marked by the arrow 1234 5678 9012 (located on the following page) and visit: *www.proxyvote.com*.

How to Request and Receive a PAPER or E-MAIL Copy:
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY INTERNET*: www.proxyvote.com
2) *BY TELEPHONE*: 1-800-579-1639
3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow 1234 5678 9012 (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 26, 2010 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

erson: If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at *www.proxyvote.co* y of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the posse e ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

nternet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow 1234 5678 9012 available and s.

ail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Voting Items

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

1. Election of Directors
Nominees:

01) Mark J. Baric	03) Charles B. Nemeroff, M.D., Ph.D.
02) Thomas Bonney	04) Steven B. Ratoff

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

2. To approve the amendment and restatement of the Company s 2006 Equity Incentive Plan to, among other things, increase the number of shares of common stock reserved for issuance thereunder from 6,000,000 to 16,000,000.

3. To ratify the selection of J.H. Cohn LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.
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Voting Instructions

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