

CABOT MICROELECTRONICS CORP  
Form DEFA14A  
February 12, 2004

SCHEDULE 14A INFORMATION

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  [ ]
- 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
  - [X] Soliciting Material Pursuant to Rule 14a-12

CABOT MICROELECTRONICS CORP

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(Name of Registrant As Specified In Its Charter)

N/A

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

Payment of filing fee (Check the appropriate box):

- [X] 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.

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[ ] 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

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number, or the Form or Schedule and the date of its filing.

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(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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[CABOT MICROELECTRONICS LOGO]

February 12, 2004

Dear Stockholder:

By now you should have received your proxy materials in connection with Cabot Microelectronics Corporation's Annual Meeting, which will be held on Tuesday, March 9, 2004. It is important that your shares be represented and voted at the Meeting, regardless of the number of shares of Cabot Microelectronics that you own.

At this year's meeting, you will be asked to approve our Second Amended and Restated 2000 Equity Incentive Plan, in addition to electing two directors, ratifying the election of William P. Noglows, our CEO, to the Board of Directors, and ratifying the selection of PricewaterhouseCoopers LLP as our independent auditors for fiscal year 2004. Your Board of Directors recommends that you vote FOR all of these proposals, which are more fully described in the Proxy Statement that previously was sent to you.

If you have not already completed your proxy, please take a moment to sign, date and mail the enclosed duplicate proxy card at your earliest convenience.

Should you prefer, you instead may vote by using one of the following quick and simple methods:

1. Vote by Telephone: Call toll-free 1-877-PRX-VOTE (1-877-779-8683). Please have your 12-digit control number (included on your enclosed proxy card) available and follow the simple instructions.
2. Vote by Internet: Log on to the Internet and go to <http://www.eproxyvote.com/ccmp>. Please have your 12-digit control number (included on your enclosed proxy card) available and follow the simple instructions.

Telephone and Internet voting is available 24 hours per day, 7 days a week, until 11:59 p.m. (Eastern Time) on Monday, March 8, 2004. If you vote by telephone or via the Internet, you do not need to return your proxy card.

On behalf of your Board of Directors, I thank you for your prompt response and

support of our company.

Sincerely,

/s/ William P. Noglows

William P. Noglows  
Chairman of the Board