

Avinger Inc
Form DEFA14A
April 25, 2017

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

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-11(c) or §240.14a-2

AVINGER, INC.

(Name of Registrant as Specified In Its Charter)

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:

(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:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 14, 2017.**

AVINGER, INC.

Meeting Information

**Meeting
Type:** Annual Meeting
**For
holders as of:** April 19, 2017

Date: June 14,
2017 **Time:** 1:00 PM
Pacific Time

600 Chesapeake
Drive

Location:
Redwood City,
California 94063

You are receiving this
communication because you
hold shares in the company
named above.

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).

*AVINGER, INC.
400 CHESAPEAKE DRIVE
REDWOOD CITY, CA 94063*

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.**

E28602-P93709

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (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
(Toll - Free)
- 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 (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 31, 2017 to facilitate timely delivery.

How To Vote

Please Choose One
of the Following
Voting Methods

Vote In Person:

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By

Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E28603-P93709

Voting Items

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

To elect two Class II
directors to serve until
the 2020 annual

1. meeting of stockholders
and until their
successors are duly
elected and qualified.

Nominees:

1a. Donald A. Lucas

1b. James B. McElwee

**The Board of Directors
recommends you vote
FOR the following
proposal:**

To ratify the appointment
of Ernst & Young LLP as
our independent

2. registered public
accounting firm for our
fiscal year ending
December 31, 2017.

NOTE: To transact such
other business as may
properly come before the
Annual Meeting or any
adjournments or
postponements thereof.

E28604-P93709