MINDSPEED TECHNOLOGIES, INC
Form DEFA14A
February 27, 2009

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.___)

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement

o Definitive Proxy Statement

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

þ Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

MINDSPEED 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):

þ Fee not required.

o 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:

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:

Mindspeed Technologies, Inc. (the Company) confirmed that, at a regularly scheduled meeting of the Board of Directors of the Company (the Board) during fiscal year 2009, the Company s management will recommend to the Board that the Board approve: (i) amendments to the Mindspeed Technologies, Inc. 2003 Long-Term Incentives Plan (the LTIP) and the Mindspeed Technologies, Inc. Directors Stock Plan (the DSP) to require a minimum three year vesting period for awards of restricted stock with time based vesting and a minimum one year vesting period for awards of restricted stock with performance based vesting; (ii) amendments to the LTIP and DSP to limit the circumstances under which the Board can accelerate vesting, waive vesting conditions or lapse restrictions on awards granted under the LTIP to death, disability, retirement or a change of control; and (iii) an amendment to the DSP to require that discretionary awards to non-employee directors can only be granted by an independent committee of the Board.