

BONE CARE INTERNATIONAL INC
Form DEFA14A
June 16, 2005

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

SCHEDULE 14A INFORMATION

**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

BONE CARE INTERNATIONAL, 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:

Edgar Filing: BONE CARE INTERNATIONAL INC - Form DEFA14A

(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:

Bone Care International, Inc.
1600 Aspen Commons
Middleton, WI 53562

**SPECIAL MEETING IN TWO WEEKS
YOUR VOTE IS IMPORTANT**

June 16, 2005

Dear Shareholder:

The Special Meeting of Shareholders of Bone Care International, Inc. to be held on June 30, 2005, is *two weeks away*.

According to our latest records, we have not yet received your vote for this important meeting. For the reasons set forth in the Proxy Statement, dated May 25, 2005, the Board of Directors recommends a vote **FOR** approval of the merger agreement.

The proposed merger of Genzyme Corporation and Bone Care International requires the approval of 60% of the outstanding shares of Bone Care common stock. Your participation is requested to ensure approval of the merger proposal. Shares which are not voted have the same affect as a vote against the merger.

PLEASE VOTE YOUR PROXY TODAY!

Please submit your vote on this important matter by voting by telephone, via the Internet, or please mark, sign, date and return the enclosed proxy in the postage-paid return envelope provided.

Thank you for your cooperation and continued support.

Sincerely,

PAUL L. BERNIS
PRESIDENT AND CHIEF EXECUTIVE OFFICER

**IMPORTANT RECENT
DEVELOPMENT**

Last week, Institutional Shareholder Services (ISS), a leading independent proxy advisory firm that issues recommendations to institutional investors, recommended that stockholders of Bone Care International, Inc. vote **FOR** the proposed merger with Genzyme Corporation.

In making its recommendation, ISS concluded that, Based on our review of the terms of the transaction, specifically the market premium, we believe that the merger agreement warrants shareholder support.

ISS is a leading provider of proxy voting and corporate governance services.

3 EASY WAYS TO VOTE

Help your company avoid the expense of further solicitation by voting today. You may use one of the following simple methods to vote your shares:

1. **Vote by Telephone.** Call the toll-free number listed for this purpose on your proxy card or voting instruction form. Have your control number listed on the card/form ready and follow the simple instructions.
2. **Vote by Internet.** Go to the website listed on your proxy card or voting instruction form. Have your control number listed on the card/form ready and follow the simple instructions.
3. **Vote by Mail.** Mark, sign, date and return your proxy card or voting instruction form in the postage-paid return envelope provided.

PLEASE ACT TODAY

**YOUR VOTE IS
IMPORTANT**

Please help your company save additional solicitation costs by voting your shares today. **Remember, a failure to vote is equivalent to a vote against the merger agreement.** Internet and telephone voting are also available. **Street name shareholders: Your broker or bank cannot vote your shares unless it receives your instructions.** Please return your proxy immediately. If you have any questions or need assistance voting your shares, please call D. F. King & Co., Inc., who is assisting us, toll-free at 1-800-967-7635.