

ENVIVIO INC  
Form DEFR14A  
July 08, 2015

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

**(Amendment No. 1)**

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-12

**ENVIVIO, 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 0-1 (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:

Envivio, Inc. (the Company ) hereby supplements the last full paragraph on page 23 of its definitive proxy statement on Schedule 14A filed on July 2, 2015 (the Proxy Statement ) with the following information:

In the amended Schedule 13D filed by representatives from Cannell on June 24, 2015, Cannell stated its current intention was to run a vote no campaign in the 2015 election, and then follow up with a dissident proxy solicitation in the 2016 election. Cannell further stated its plans were subject to change.

In addition, the Proxy Statement is hereby amended to add the following paragraph as the final paragraph on page 23:

On July 1, 2015, representatives from Cannell and the Company discussed a proposal from Cannell in which Cannell would agree not to run a vote no campaign in 2015 in exchange for the Company agreeing to reimburse Cannell for certain expenses. No agreement was reached.