

BLACKBAUD INC
Form DEFA14A
May 23, 2011

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

Blackbaud, 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:

- 5) Total fee paid:

- Fee paid previously with preliminary materials.
-

Edgar Filing: BLACKBAUD INC - Form DEFA14A

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:

2000 Daniel Island Drive
Charleston, South Carolina 29492

**Supplement to Proxy Statement for the
Annual Meeting of Stockholders
To Be Held June 22, 2011**

Dear Stockholder:

We are writing with respect to one of the proposals to be voted upon at our upcoming Annual Meeting of Stockholders to be held on June 22, 2011.

As set forth in Proposal 2 Advisory Vote on Executive Compensation, which is outlined on page 12 of our proxy statement, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are providing our stockholders the opportunity to approve, on an advisory basis, the compensation of our named executive officers as described in Compensation Discussion and Analysis and related tabular and narrative disclosures in our proxy statement. It has come to our attention that additional clarification regarding Proposal 2 on the proxy card accompanying the proxy statement would be useful in order to avoid possible misinterpretation. To ensure complete understanding, we are reiterating in this letter the meaning of a FOR, AGAINST and ABSTAIN vote on Proposal 2.

A vote FOR Proposal 2 means a vote FOR approval, on an advisory basis, of the compensation of our named executive officers as disclosed in our proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission.

A vote AGAINST Proposal 2 means a vote AGAINST such approval.

An abstention on Proposal 2 means you do not wish to cast a vote FOR or AGAINST such approval.

If you have already submitted a proxy card and wish to change your vote on Proposal 2, you may revoke your prior proxy by filing an instrument of revocation or a duly executed proxy bearing a later date with our Secretary, at our principal executive offices. If you have already submitted a proxy over the Internet and wish to change your vote on Proposal 2, you may revoke your prior proxy by submitting a new proxy in its place in accordance with the instructions set forth on the Internet voting website. You may also revoke your prior proxy by attending the Annual Meeting and voting in person.

Although the stockholder vote on Proposal 2 is non-binding, the Board of Directors encourages all stockholders to vote their shares on this matter, and will consider the outcome of the vote in future executive compensation decisions.

For the Board of Directors,
BLACKBAUD, INC.

Jon W. Olson,

Edgar Filing: BLACKBAUD INC - Form DEFA14A

Vice President, General Counsel and Secretary

Charleston, South Carolina

Dated: May 23, 2011