

VARIAN MEDICAL SYSTEMS INC
Form DEFA14A
January 14, 2014

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**

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

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

VARIAN MEDICAL SYSTEMS, 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)(1) and 0-11.

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(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:

Varian Medical Systems, Inc.

3100 Hansen Way

Palo Alto, CA 94304

**SUPPLEMENT TO PROXY STATEMENT FOR
2014 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON THURSDAY, FEBRUARY 20, 2014**

To Our Stockholders:

On or about January 6, 2014, you were mailed a Notice of Internet Availability of Proxy Materials (the *Notice*) or a full set of proxy materials, including a Notice of Annual Meeting of Stockholders, accompanying Proxy Statement (the *Proxy Statement*) and proxy card, for the 2014 Annual Meeting of Stockholders (the *Annual Meeting*) of Varian Medical Systems., Inc. (*we*, *us*, *our* or the *Company*).

The purpose of this supplement (*Proxy Supplement*) is to file a revised proxy card to amend the proxy card that we filed and mailed on January 6, 2014. The revised proxy card indicates that the approval of Proposal 5 is conditioned upon approval of Proposal 6, and that the approval of Proposal 6 is conditioned upon approval of Proposal 5. This means that if either Proposal 5 or Proposal 6 is not approved, neither Proposal 5 nor Proposal 6 will be approved. This was clearly stated in the Proxy Statement but was not stated on the proxy card itself.

The Proxy Statement remains unchanged, continues to apply and should be considered (along with this Proxy Supplement and the revised proxy card) in casting your vote in connection with the Annual Meeting.

This Proxy Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement. As a stockholder, your vote is very important and the Board of Directors strongly encourages you to exercise your right to vote whether or not you plan to attend the Annual Meeting.

If you have already submitted your vote, this Proxy Supplement does not require that you vote again. If you have previously submitted a proxy card or voting instructions and wish to change your vote, please re-submit your vote in one of the following ways:

Via the Internet at www.proxyvote.com;

By telephone (within the U.S. or Canada) toll-free at 1-800-690-6903;

By signing and returning a proxy card if you have received paper materials; or

By attending the Annual Meeting and voting in person.

If you have not yet submitted a proxy card or voting instructions, we encourage you to submit your vote online or by telephone. Please note that if you originally received paper copies of the Proxy Statement, including a proxy card, you

will be receiving in the mail a current version of the proxy card. Please discard the former version of the proxy card and instead, please submit your votes using the current version that will be sent to you. Votes cast using either version of the proxy card will be counted.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on February 20, 2014.

This Proxy Supplement, the Notice of Annual Meeting and Proxy Statement and our Annual Report for the fiscal year ended September 27, 2013 are available at www.proxyvote.com. In addition, if you have not received a copy of our proxy materials and would like to receive one for the Annual Meeting or for future stockholder meetings, or if you would like to receive the current version of the proxy card, you may request paper or e-mail copies as follows:

By telephone: call 1-800-579-1639 free of charge and follow the instructions;

Via the Internet: go to www.proxyvote.com and follow the instructions; or

By e-mail: send an e-mail message to sendmaterial@proxyvote.com. Please send a blank e-mail and put the 12-digit control number located in your Notice in the subject line.

Please make the request as instructed above on or before February 1, 2014 to facilitate timely delivery.

January 14, 2014

