

ADVANCED PHOTONIX INC

Form DEFA14A

July 27, 2005

**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-11(c) or 240.14a-12

**Advanced Photonix, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than 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.

(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: \_\_\_\_\_  
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(5) Total fee paid: \_\_\_\_\_  
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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: \_\_\_\_\_  
\_\_\_\_\_

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**ADVANCED PHOTONIX, INC.**  
 1240 Avenida Acaso  
 Camarillo, CA 93012  
**PROXY SUPPLEMENT**  
**TO**  
**PROXY STATEMENT**  
**FOR**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**To be held on August 26, 2005**

The purpose of this Proxy Supplement to the Proxy Statement dated July 18, 2005 (the "Proxy Statement"), for the 2005 Annual Meeting of Shareholders (the "Annual Meeting") of Advanced Photonix, Inc. (the "Company"), to be held on August 26, 2005, is to amend the Summary Compensation Table included in the section entitled "Executive Compensation" in the Proxy Statement to reflect the correct amount of bonuses received by Richard D. Kurtz, Paul D. Ludwig and Susan A. Schmidt in fiscal year 2005.

The Summary Compensation Table included in the section entitled "Executive Compensation" in the Proxy Statement is hereby amended to read in its entirety as follows:

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Annual Compensation (\$)	Long Term Compensation			All Other Compensation (\$) <sup>1</sup>
					Awards (\$)	Payouts (\$)	Securities (\$)	
				Other Annual Compensation (\$)	Restricted Stock Awards (\$)	Underlying Options (#)	LTIP Payout (\$)	
Richard D. Kurtz Chairman of the Board and Chief Executive Officer <sup>2</sup>	2005	168,000	40,320			28,000		10,700
	2004	160,000	32,000			150,000		5,800
	2003	22,000		11,500				100
Paul D. Ludwig President	2005	168,000	40,320			24,000		18,100
	2004	160,000	32,000			50,000		16,300
	2003	97,000		4,000		100,000		7,000
Susan A. Schmidt Chief Financial Officer and Secretary <sup>3</sup>	2005	103,000	20,444			20,000		18,200
	2004	99,000	16,000					14,100
	2003	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Brock Koren President and Chief Executive Officer <sup>4</sup>	2005	n/a	n/a	n/a	n/a	n/a	n/a	n/a
	2004	125,000						
	2003	155,000						86,000

1 Represents amounts paid by the Company on behalf of the named person in connection with the Company's benefits plans, 401(k) Retirement Plan, vacation pay and car allowance.

2 Mr. Kurtz was appointed to the office of Chief Executive Officer in February 2003, following the resignation of Mr. Koren. Other annual compensation in 2003 reflects Director's fees paid as part of plans provided to outside

directors.

- 3 Ms. Schmidt joined the Company in March 2000; however, total compensation is not reported for fiscal year 2003, as annual salary and bonus did not exceed \$100,000. Ms. Schmidt resigned from her position as Chief Financial Officer and Secretary in March 2005.
- 4 Mr. Koren resigned from his position as President in February 2003. Compensation continued through December 2003 under a severance agreement.

Camarillo, California  
July 28, 2005

By Order of the Board of Directors

Paul D. Ludwig  
Acting Secretary