

BIOLASE, INC
Form DEFA14A
April 13, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
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

BIOLASE, 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.

(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:

BIOLASE, INC.

4 Cromwell

Irvine, California 92618

SUPPLEMENT TO PROXY STATEMENT DATED APRIL 5, 2018

2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 9, 2018

This supplement is being provided to the stockholders of BIOLASE, Inc. (the *Company*) in connection with the solicitation by our Board of Directors (the *Board*) of proxies to be voted at the 2018 annual meeting of stockholders to be held on May 9, 2018 (the *annual meeting*). This supplement provides important information that modifies some of the information included in our proxy statement for the annual meeting (the *proxy statement*), which was previously sent to our stockholders on or about April 5, 2018. This supplement should be read in conjunction with the proxy statement.

As we announced on April 11, 2018, Harold C. Flynn, Jr. has resigned from his positions as President, Chief Executive Officer and director of the Company. Mr. Flynn had previously been nominated for re-election as a director of the Company at the annual meeting. However, as a result of his resignation, the Board has determined that it is no longer in the best interests of the Company or its stockholders for Mr. Flynn to be nominated for re-election as a director at the annual meeting.

We are supplementing the disclosure included in the proxy statement to make clear that **notwithstanding any language to the contrary in the proxy statement or on the accompanying proxy card, Mr. Flynn will not be standing for re-election as a director at the annual meeting and no proxies will be voted in favor of Mr. Flynn's re-election at the annual meeting.**

The Board has determined that, at this time, it will not appoint a replacement to fill the Board seat that had been held by Mr. Flynn. Accordingly, the size of the Board has been reduced from five to four directors.

Please note that neither the proxy statement nor the proxy card for the annual meeting will be updated to reflect these developments.

The Board recommends that you vote **FOR** the election of the nominees for director listed in the proxy statement, as amended by this supplement: Dr. Richard B. Lanman, Dr. Jonathan T. Lord, Garrett Sato and James R. Talevich.

The other agenda items presented in the proxy statement are not affected by this supplement.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD

ON MAY 9, 2018: This supplement, the notice of annual meeting, proxy statement and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, are available at www.biolase.com under About Us by clicking on the Investor Relations tab and selecting SEC Filings.