

AVID TECHNOLOGY INC  
Form DEFA14A  
July 26, 2005

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
- 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

**Avid Technology, 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:

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**



July 26, 2005

**VIA Fax**

Mr. Eric Roiter

General Counsel

Fidelity Investments

82 Devonshire Street, F7C

Boston, MA 02109

Re: Avid Technology, Inc. (the Company) 2005 Stock Incentive Plan

Dear Mr. Roiter:

This letter is in response to the telephone call the Company received on July 25, 2005 from Fidelity Investments, Investment Proxy Research ( Fidelity ) regarding the Company's proposed 2005 Stock Incentive Plan (the Plan ), which is Proposal No. 3 in the Company's joint proxy statement/prospectus for its 2005 Annual Meeting of Stockholders to be held on July 27, 2005.

Specifically, this letter responds to your concern that Section 9 of the proposed Plan, entitled Other Stock-Based Awards , does not contain limitations on the vesting of other Stock Unit Awards that are similar to those included in Section 8(b) of the proposed Plan with respect to Restricted Stock. Please be advised that the Company's management will recommend to the Company's Board of Directors, at the Board's October 2005 meeting, that the Plan be amended to address your concerns by adding limitations on the vesting of Other Stock-Based Awards that are similar to those contained in Section 8(b) of the proposed Plan pertaining to Restricted Stock Awards.

Please contact me by telephone at 978-640-3420 or by email at carol\_kazmer@avid.com should you have any further questions or concerns.

Very truly yours,

/s/ Carol E. Kazmer

Carol E. Kazmer  
General Counsel

Avid Technology, Inc.

Avid Technology Park

One Park West

Tewksbury, MA 01876

[www.avid.com](http://www.avid.com)

tel 800 949 AVID

tel 978 640 6789

fax 978 640 1366