

CERUS CORP  
Form DEFA14A  
May 27, 2015

**SCHEDULE 14A INFORMATION**

**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

**CERUS CORPORATION**

**(Name of Registrant as Specified In Its Charter)**

N/A

**(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.

6. Amount Previously Paid:

7. Form, Schedule or Registration Statement No.:

8. Filing Party:

9. Date Filed:

In connection with the annual meeting of stockholders of Cerus Corporation to be held on June 10, 2015 (the Annual Meeting ), we are communicating the additional information below to our stockholders regarding our outstanding stock options. Pursuant to Proposal No. 2 of the definitive proxy statement filed with the Securities and Exchange Commission on Schedule 14A on April 30, 2015 (the Proxy Statement ), we are seeking approval of an amendment and restatement of our 2008 Equity Incentive Plan (the 2008 Plan ) to increase the aggregate number of shares of common stock authorized for issuance thereunder by 5,000,000 shares and to make certain other changes thereto as described in the Proxy Statement. The information below is intended to supplement the disclosure in our Proxy Statement.

The following table provides certain additional information regarding our outstanding stock options.

|   | As of March 31, 2015 |
|---|----------------------|
| Total Shares Subject to Outstanding Stock Options*  | 13,967,571           |
| Weighted-Average Exercise Price of Outstanding Stock Options                                | \$ 4.22              |
| Weighted-Average Remaining Term of Outstanding Stock Options                                | 7.27 years           |
| Total Shares Available for Grant under the 2008 Plan (Excluding 5,000,000 Share Increase)** | 2,828,679            |

\* Other than the outstanding stock options referenced in the above table, we did not have any other equity awards outstanding under our equity incentive programs as of March 31, 2015.

\*\* Following the effective date of the 2008 Plan in June 2008, no additional stock awards may be granted under any other equity plan. As such, the 2008 Plan is our only equity incentive program other than our Employee Stock Purchase Plan.