

ERESEARCHTECHNOLOGY INC /DE/

Form DEFA14A

April 17, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**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

**eResearchTechnology, 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:

- o Fee paid previously with preliminary materials.
- o 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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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report: April 17, 2007  
(Date of earliest event reported)  
eResearchTechnology, Inc.**  
(Exact name of Registrant as specified in its charter)

**Delaware**

**0-29100**

**22-3264604**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**30 South 17<sup>th</sup> Street, Philadelphia, PA**

**19103**

(Address of principal executive offices)

(Zip Code)

**215-972-0420**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 OTHER EVENTS.**

During the time since eResearchTechnology, Inc. (the Company) issued its proxy materials with respect to the Annual Meeting of Stockholders to be held on April 26, 2007, advisory services have inquired about the ability of the Company under the 2003 Equity Incentive Plan (the 2003 Plan), both as it currently exists and as it is proposed to be amended and restated, to buy out stock options for payment in cash on such terms as the Company's Compensation Committee may establish. The Company has never intended to have the right to buy out stock options for payment in cash for a value greater than the excess, if any, of the fair market value of the underlying common stock on the date of purchase over the exercise price for the purchased option. To clarify the Company's intent and to make clear that the provision giving the Company the right to buy out options for cash should not be read to be inconsistent with the 2003 Plan as it is proposed to be amended to forbid, without stockholder approval, the repricing of outstanding options, the canceling of outstanding options at a time when the option price exceeds the fair market value of the common stock (except pursuant to a merger, acquisition, spin-off or similar corporate transaction), and the taking of any other action that would be treated as a repricing under generally accepted accounting principles, the Company confirms that (i) it is the Company's policy not to buy out any option previously granted for cash or other consideration for a price greater than the excess, if any of the fair market value of the underlying common stock on the date of purchase over the exercise price for the purchased option, and (ii) this clarification will be added to the 2003 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**eResearchTechnology, Inc.  
(Registrant)**

Date: April 17, 2007

By: /s/ Richard A. Baron  
Richard A. Baron  
Executive Vice President and  
Chief Financial Officer