

SILICON GRAPHICS INC  
Form DEFR14A  
October 16, 2008

**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. 1)**

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

**Silicon Graphics, 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):

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x 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:

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2. Aggregate number of securities to which transaction applies:

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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):

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4. Proposed maximum aggregate value of transaction:

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5. Total fee paid:

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.. 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:

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7. Form, Schedule, or Registration Statement No.:

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8. Filing Party:

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9. Date Filed:

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**AMENDMENT TO THE PROXY STATEMENT FOR THE  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON NOVEMBER 13, 2008**

**To the Holders of Common Stock of Silicon Graphics, Inc.**

The Proxy Statement of Silicon Graphics, Inc. (the Company) filed with the Securities and Exchange Commission on October 10, 2008, relating to the 2008 Annual Meeting of Stockholders to be held on November 13, 2008 (the Proxy Statement), inadvertently omitted the table entitled *Securities Authorized for Issuance Under Equity Compensation Plans*. The table is shown below:

***Securities Authorized for Issuance Under Equity Compensation Plans***

The following table provides certain information as of June 27, 2008.

**Equity Compensation Plan Information**

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column)
Equity compensation plans approved by security holders (1)(2)	1,637,611	17.56	763,633
Equity compensation plans not approved by security holders (3)	38,632	0	0
<b>Totals:</b>	<b>1,676,243</b>	<b>17.15</b>	<b>763,633</b>

- (1) The only equity compensation plan in effect was the Incentive Plan, which was approved by the stockholders
- (2) For purposes of the weighted average exercise price calculation, the exercise price of the 253,391 restricted stock units (RSU) included in the calculation is deemed to be \$0, and the weighted average exercise price of the 1,384,220 options included in the calculation is \$20.77 per share.
- (3) Reflects unissued shares underlying RSUs awarded to Mr. Ewald in 2007. This number includes 5,795 shares that vested during fiscal year 2008 but will not be issued to Mr. Ewald until December 31, 2008, per his Award Agreement dated April 17, 2007. See footnote 2 of the *Option Exercises and Stock Vested in Fiscal Year 2008* table in the Proxy Statement for more information.

Date: 10/15/08

By: /s/ Barry J. Weinert  
Barry J. Weinert  
Vice President, General Counsel

and Corporate Secretary