

HEXCEL CORP /DE/  
Form DEFA14A  
March 23, 2009

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  X

Filed by a Party other than the Registrant  O

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

**HEXCEL CORPORATION**

(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:                                   |
-

**\*\*\* Exercise Your Right to Vote \*\*\***

**IMPORTANT NOTICE** Regarding the Availability of Proxy Materials

**HEXCEL CORPORATION**

**BROKER**

**LOGO**

**HERE**

*Return Address. Line 1*

*Return Address. Line 2*

*Return Address. Line 3*

*51 MERCEDES WAY*

*EDGEWOOD NY 11717*

Investor Adress Line 1

Investor Adress Line 2

Investor Adress Line 3

Investor Adress Line 4

Investor Adress Line 5

John Sample

1234 ANYWHERE STREET

ANY CITY, ON A1A 1A1

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 16, 2009

**Date:** May 07, 2009      **Time:** 10:30 AM EDT

**Location:**            Community Room  
                              Two Stamford Plaza  
                              281 Tresser Boulevard  
                              Stamford, Connecticut

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

B A R C O D E

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Sequence #

# of # Sequence #



**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. Annual Report
2. Notice & Proxy Statement

**How to View Online:**

Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make, your request:

- 1) *BY INTERNET:* [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL\*:* [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. To facilitate timely delivery please make the request as instructed above on or before **April 23, 2009**

**How To Vote**

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Please Choose One of The Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a *legal proxy*. To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12 Digit Control Number available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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Only

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**Voting items**

The Board of Directors recommends that you vote "For" the following.

1. Election of Directors  
Nominees

01 Joel S. Beckman	02 David E. Berges	03 Lynn Brubaker	04 Jeffrey C. Campbell	05 Sandra L. Derickson
06 W. Kim Foster	07 Jeffrey A. Graves	08 David C. Hill	09 David C. Hurley	10 David L. Pugh

The Board of Directors recommends you vote FOR the following proposal(s).

2 Approval of the Amended and Restated Hexcel Corporation 2003 Incentive Stock Plan.

3 Approval of the Hexcel Corporation 2009 Employee Stock Purchase Plan.

4 PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

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**Reserved for Broadridge Internal Control Information**

**Voting Instructions**

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

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