

COMPETITIVE TECHNOLOGIES INC  
Form DEFA14A  
January 19, 2007

**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

Filed by the Registrant  [x]  
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
- [x] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to §240.14a-12

**Competitive Technologies, 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):

- [x] No fee required
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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:

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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.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed

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**COMPETITIVE TECHNOLOGIES, INC.**  
**777 Commerce Drive, Suite 100**  
**Fairfield, Connecticut 06825**

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On January 19, 2007, Competitive Technologies, Inc. issued the following press release:

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### **Competitive Technologies Announces Planned Leadership Changes**

**Fairfield, CT (January 19, 2007) - Competitive Technologies, Inc. (AMEX: CTT)**, a full service technology transfer and licensing provider, today announced significant changes being made with respect to its leadership.

“We recognize that a number of our stockholders are frustrated and want an immediate positive change in the leadership of our Company,” stated George Dunbar, a member of the Board of Directors and Chair of the Board’s Nominating and Governance Committee. “However, we continue to believe that the election of the Nano Group dissident slate would not be a positive step in accomplishing that goal. We respect and appreciate Don Freed and Dick Carver’s decisions as detailed below which we view as critical first steps in responding to our stockholders’ concerns.”

The Company’s Board of Directors and Dr. D.J. Freed, the Company’s President and CEO, have agreed that Dr. Freed will step down from his position as President and CEO as soon as a successor has been identified and hired. Upon cessation of his employment, Dr. Freed would receive the same severance related compensation that he would have been entitled to under his employment agreement if he was terminated by the Company after a change in control of the Board. Furthermore, the Board has announced that it is initiating an immediate search for Dr. Freed’s successor. The Company also announced that Richard E. Carver will step down as Chairman after the current directors’ election and will not stand for reelection to the Board next year.

As previously announced, the motion to adjourn the Annual Meeting until February 2, 2007 at 1:00 p.m. Eastern Time at the American Stock Exchange, 86 Trinity Place, New York, NY was preliminarily confirmed by the report issued by the independent Inspectors of Election (“Inspectors”). The Inspectors also preliminarily confirmed that 39.9% of CTT’s outstanding shares were present in person or by proxy on January 16, 2007 at the 2007 Annual Meeting of Stockholders, indicating that a quorum was not present.

The Company continues to urge CTT stockholders who have not yet voted to do so immediately.

<b>Voting Instructions for Beneficial Holders (those who hold their shares in “street” name):</b>		
<b>Vote by Telephone</b>		<b>Vote by Internet</b>
Follow these four easy steps:		Follow these four easy steps:
1. Read the accompanying proxy material and <b>WHITE</b> voting instruction form.		1. Read the accompanying proxy material and <b>WHITE</b> voting instruction form.
2. Call Toll Free on a Touch-Tone Phone: 1-800-454-8683		2. Go to Website: <a href="http://WWW.PROXYVOTE.COM">WWW.PROXYVOTE.COM</a>
3. Enter your 12 digit Control Number located on the right hand side of your <b>WHITE</b> voting form.		3. Enter your 12 digit Control Number located on the right hand side of your <b>WHITE</b> voting form.
4. Follow the recorded instructions.		4. Follow the instructions provided.

<b>Voting Instructions for Registered Stockholders:</b>		
<b>Vote by Telephone</b>		<b>Vote by Internet</b>
Follow these four easy steps:		Follow these four easy steps:
1. Read the accompanying proxy material and <b>WHITE</b> voting instruction form.		1. Read the accompanying proxy material and <b>WHITE</b> voting instruction form.

2. Call Toll Free on a Touch-Tone Phone: 1-800-690-6903		2. Go to Website: <a href="http://WWW.PROXYVOTE.COM">WWW.PROXYVOTE.COM</a>
3. Enter your 12 digit Control Number located on the right hand side of your WHITE voting form.		3. Enter your 12 digit Control Number located on the right hand side of your WHITE voting form.
4. Follow the recorded instructions.		4. Follow the instructions provided.

Stockholders also may vote by attending the reconvened Annual Meeting in person. Any CTT stockholder of record as of the close of business on November 20, 2006, who has not yet returned a proxy card, or voted by Internet or by telephone is strongly encouraged to contact Morrow & Co., Inc., a proxy solicitation firm that is assisting us in the solicitation of proxies, at 1-800-267-0201. Any stockholder who held shares in "street name" through their broker, bank or other custodian as of the close of business on November 20, 2006, may also contact such broker, bank or other custodian to receive proxy materials and vote their shares. If any stockholder has any questions or needs assistance in voting its shares, they are advised to call Morrow & Co., Inc., at 1-800-267-0201. The Company has engaged an independent firm to verify the voting results.

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*Statements about our future expectations, including development and regulatory plans, and all other statements in this press release, other than historical facts, are “forward-looking statements” within the meaning of applicable Federal Securities Laws, and are not guarantees of future performance. If and when used herein, the words “may,” “will,” “should,” “anticipate,” “believe,” “appear,” “intend,” “plan,” “expect,” “estimate,” “approximate,” and similar expressions, as they relate to us or our business or management, are intended to identify such forward-looking statements. These statements involve risks and uncertainties related to our ability to obtain rights to market technologies, market acceptance of and competition for our licensed technologies, growth strategies and strategic plans, operating performance and financing of our operations, industry trends, and other risks and uncertainties inherent in our business, including those set forth in Item 1A under the caption “Risk Factors,” in our most recent Annual Report on Form 10-K for the year ended July 31, 2006, filed with the Securities and Exchange Commission (“SEC”) on October 30, 2006, and other factors that may be described in our other filings with the SEC, and are subject to change at any time. Our actual results could differ materially from these forward-looking statements. We undertake no obligation to update publicly any forward-looking statement.*

### **Important Additional Information Filed with the SEC**

CTT has filed a definitive proxy statement with a WHITE proxy card for the election of directors nominated by the Board of Directors with the SEC. CTT STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT FILED WITH THE SEC BECAUSE IT CONTAINS IMPORTANT INFORMATION. Investors can obtain free copies of the proxy statements through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors can obtain free copies of the proxy statements from CTT by contacting Secretary, c/o Competitive Technologies, Inc., 777 Commerce Drive, Suite 100, Fairfield, Connecticut, 06825, or you can contact us by phone at (203) 368-6044, or email at [ctt@competitivetech.net](mailto:ctt@competitivetech.net).

CTT, its directors and named executive officers may be deemed to be participants in the solicitation of CTT’s security holders in connection with its 2007 Annual Meeting of Stockholders, which will be held on January 16, 2007, and any adjournment thereof. Security holders may obtain information regarding the names, affiliations and interests of such individuals in CTT’s definitive proxy statement that was filed with the SEC on December 21, 2006.

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