

BioCardia, Inc.  
Form DEFR14A  
May 03, 2017

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**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. 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-11(c) or §240.14a-2

**BioCardia, Inc.**

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

Payment of Filing Fee (Check the appropriate box):

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:

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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.

(1) Amount Previously Paid:

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

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(3) Filing Party:

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(4) Date Filed:

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**AMENDMENT No. 1 TO OUR PROXY STATEMENT**

**FOR OUR ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JUNE 15, 2017**

May 2, 2017

This Amendment No. 1 (the “Amendment”) amends the proxy statement of BioCardia, Inc. (the “Company”) dated April 28, 2017 (the “Proxy Statement”).

This Amendment does not change the proposals to be acted on at the Annual Meeting, or the recommendations of the Board of Directors of the Company (the “Board”) in relation thereto, which are described in the Proxy Statement. Except as specifically amended by the information contained in this Amendment, all information set forth in the Proxy Statement continues to apply and should be considered in voting your shares.

The sole purpose of this Amendment is to revise Proposal 1 to correctly state that the election of directors to the Board shall be by a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors, as permitted by the Bylaws, as opposed to the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors, as previously stated in the Proxy Statement. The Proxy Statement incorrectly cited to a majority standard instead of a plurality standard in the text. The purpose of this Amendment is to correct the applicable statements contained in the Proxy Statement.

Amendment to Page 2 of the Proxy Statement.

The first bullet point under the heading “How many votes are needed for approval of each proposal?” on Page 2 of the Proxy Statement is amended and restated to read in its entirety as follows:

*“Proposal No. 1:* Directors are elected by a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. “Plurality” means that the nominees who receive the largest number of votes cast “For” are elected as directors. As a result, any shares not voted “For” a particular nominee (whether as a result of stockholder abstention or a broker non-vote) will not be counted in such nominee’s favor and will have no effect on the outcome of the election. Votes of “WITHHOLD” and broker non-votes have no legal effect on the election of directors due to the fact that such elections are by a plurality. Abstentions will have no effect on the outcome of this proposal. Broker non-votes will have no effect on the outcome of this proposal.”

Amendment to Page 18 of the Proxy Statement.

The paragraph under the heading “Vote Required” on Page 18 of the Proxy Statement is amended and restated to read in its entirety as follows:

“The election of Class I directors requires a plurality vote of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote thereon to be approved. Broker non-votes will have no effect on this proposal.”

**Important Information**

The Company has filed a definitive Proxy Statement with the Securities and Exchange Commission (“SEC”) and has furnished to its stockholders a Proxy Statement in connection with the solicitation of proxies for the 2017 Annual Meeting of Stockholders. The Company advises its stockholders to read the Proxy Statement relating to the 2017 Annual Meeting, as amended and supplemented by this Amendment, because it contains important information. Stockholders may obtain a free copy of the Proxy Statement and other documents that the Company files with the SEC at the SEC’s website at [www.sec.gov](http://www.sec.gov).