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ANIKA THERAPEUTICS INC  
Form DEFA14A  
May 29, 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  |  
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 ss.240.14a-12

ANIKA THERAPEUTICS, 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:  
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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  
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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  
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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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ANIKA THERAPEUTICS, INC.  
32 Wiggins Avenue  
Bedford, MASSACHUSETTS 01730

Following its review of the recent RiskMetrics Group analysis of the proposals to be submitted to stockholders at the Anika Therapeutics, Inc.'s (the "Company") 2009 Annual Meeting of Stockholders, the Company's Board of Directors, on May 29, 2009, approved an amendment to the Anika Therapeutics, Inc. Amended and Restated 2003 Stock Option and Incentive Plan (the "2003 Stock Plan") to reduce the proposed increase in the number of shares subject to the 2003 Stock Plan from 1,000,000 to 850,000, which will result in a total of 2,350,000 shares of common stock being reserved for issuance under the 2003 Stock Plan. The proposed 850,000 share increase will reduce the potential dilutive impact of the 2003 Stock Plan on other stockholders as compared to the originally proposed 1,000,000 share increase. The 2003 Stock Plan, as so amended and restated, remains subject to stockholder approval at the 2009 Annual Meeting of Stockholders to be held on Friday, June 5, 2009.