

GERBER SCIENTIFIC INC  
Form DEF 14A  
August 19, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 14A  
(RULE 14a-101)  
SCHEDULE 14A INFORMATION**

**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 §240.14a-12

**GERBER SCIENTIFIC, 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:

(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:

- o Fee paid previously with preliminary materials.
- o 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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August 19, 2010

Dear fellow shareholder:

You are cordially invited to attend the 2010 Annual Meeting of Shareholders of Gerber Scientific, Inc., which will be held at 2:30 p.m., local time, on Thursday, September 23, 2010, at our corporate headquarters in South Windsor, Connecticut. The Notice of Annual Meeting of Shareholders and Proxy Statement that accompany this letter describe the matters to be voted on at the meeting. In addition, our management will make a presentation on operating results for fiscal 2010 and recent developments affecting the company. We hope you will be able to attend and participate in the meeting.

This year, your bank or broker will not be permitted to vote on your behalf on the election of directors unless you provide specific instructions by completing and returning the enclosed proxy card or following the instructions provided to you to submit your proxy by telephone or through the Internet. For your vote to be counted, you will need to communicate your voting decision to your bank or broker before the date of the Annual Meeting.

Whether or not you plan to attend, it is important that your shares be represented and voted at the meeting. As a shareholder of record, you may vote your shares by submitting your proxy by proxy card, over the Internet or by telephone. You may also vote your shares in person at the Annual Meeting.

On behalf of your Board of Directors, I would like to thank you for your continued support and interest in Gerber.

Sincerely,

Marc T. Giles  
*President and Chief Executive Officer*

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**GERBER SCIENTIFIC, INC.  
83 GERBER ROAD WEST  
SOUTH WINDSOR, CONNECTICUT 06074**

**Notice of Annual Meeting of Shareholders  
to be held on September 23, 2010 at 2:30 p.m.**

The 2010 Annual Meeting of Shareholders of Gerber Scientific, Inc. ( Gerber ) will be held on Thursday, September 23, 2010, at 2:30 p.m., local time, at Gerber 's corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut. The Annual Meeting has been called for the following purposes:

1. to consider and vote upon the election of the nine nominees to the Board of Directors named in the accompanying Proxy Statement;
2. to consider and vote upon the ratification of the appointment of PricewaterhouseCoopers LLP as Gerber 's independent registered public accounting firm for fiscal 2011; and
3. to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Only shareholders of record at the close of business on July 30, 2010 will be entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted. If you wish to vote without attending the Annual Meeting, you should complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope that we have included for your convenience. Alternatively, you may submit your proxy through the Internet or by telephone as indicated on the enclosed proxy card. No postage is required if you mail your proxy in the United States. Even if you plan to attend the Annual Meeting, we would appreciate receiving your voting instructions before that date. Submitting your proxy card or your proxy through the Internet or by telephone before the Annual Meeting will not preclude you from voting in person at the Annual Meeting if you should decide to attend.

All shareholders are invited to attend the Annual Meeting. No ticket is required for admittance. If you have any questions regarding this Notice of Annual Meeting or if you have special needs which require assistance, please call us at 1-800-811-4707, extension 8206, and we will be happy to assist you.

By Order of the Board of Directors,

William V. Grickis, Jr.  
*Secretary*

South Windsor, Connecticut  
August 19, 2010

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**GERBER SCIENTIFIC, INC.  
83 GERBER ROAD WEST  
SOUTH WINDSOR, CONNECTICUT 06074**

**Annual Meeting of Shareholders  
to be held on September 23, 2010 at 2:30 p.m.**

**PROXY STATEMENT**

**GENERAL INFORMATION**

Gerber Scientific, Inc. is furnishing this Proxy Statement in connection with the solicitation of proxies by Gerber's Board of Directors, or the Board, for use at the 2010 Annual Meeting of Shareholders to be held on Thursday, September 23, 2010, at 2:30 p.m., local time, at Gerber's corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut, 06074. For your convenience, we have included directions to our corporate headquarters in Appendix A to this Proxy Statement.

This Proxy Statement and the enclosed proxy card are first being mailed to Gerber's shareholders on or about August 19, 2010.

The Annual Meeting has been called for shareholders (1) to consider and vote upon the election of nine nominees to the Board named in this Proxy Statement, (2) to consider and vote upon a proposal to ratify the appointment of PricewaterhouseCoopers LLP as Gerber's independent registered public accounting firm for fiscal 2011, and (3) to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

**Important Notice Regarding Voting for Directors**

If you hold your shares through a broker, bank or other financial institution, the SEC has approved a New York Stock Exchange rule that changes the manner in which your vote on the election of Directors will be handled at our Annual Meeting.

Shareholders who hold Gerber shares through a broker, bank or other institution receive instructions on how to vote their shares before each shareholder meeting. In the past, if you did not follow the instructions provided to you to submit your proxy before the meeting, your broker was allowed to vote on your behalf on the election of Directors and other matters considered to be routine.

This year, your bank or broker will not be permitted to vote on your behalf on the election of Directors unless you provide specific voting instructions. For your vote to be counted, you will need to communicate your voting decision to your bank or broker before the date of the Annual Meeting or obtain a legal proxy to vote your shares at the Annual Meeting.

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## **Voting Procedures**

### **Q: What shares owned by me may be voted?**

A: You may only vote the shares of Gerber's common stock owned by you as of the close of business on July 30, 2010, which is the record date for the determination of shareholders entitled to notice of, and to vote at, the meeting. These shares include the following:

shares of common stock held directly in your name as the shareholder of record; and

shares of common stock held for you, as the beneficial owner, through a broker, bank or other nominee.

### **Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

A: Most of Gerber's shareholders hold their shares through a broker, bank or other nominee, rather than directly in their own names. There are important differences between shares held of record and shares owned beneficially.

If your shares are registered directly in your name with Gerber's transfer agent, Computershare Investor Services, you are considered, with respect to those shares, the shareholder of record, and these proxy materials are being sent directly to you on behalf of Gerber. As the shareholder of record, you have the right to grant your voting proxy to the Gerber officers specified on the enclosed proxy card or to vote in person at the meeting. Gerber has enclosed a proxy card for you to use. Alternatively, you may submit your proxy through the Internet or by telephone as indicated on the enclosed proxy card.

If your shares are held in a brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares, which are said to be held in street name, and the proxy materials are being sent to you by your broker or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker or nominee how to vote. You are also invited to attend the meeting, but since you are not the shareholder of record, you may not vote these shares in person at the meeting unless you receive a proxy from your broker or nominee. Your broker or nominee has enclosed a voting instruction card for you to use. If you wish to attend the meeting and vote in person, please mark the box on the voting instruction card received from your broker or nominee and return it to the broker or nominee so that you receive a legal proxy to present at the meeting.

### **Q: How may I vote my shares at the meeting?**

A: You may vote shares held directly in your name as the shareholder of record in person at the Annual Meeting. If you choose to vote in person at the Annual Meeting, please bring the enclosed proxy card and proof of identification with you to the meeting. You may vote shares that you beneficially own if you receive and present at the meeting a proxy from your broker or nominee, together with proof of identification. Even if you plan to attend the Annual Meeting, Gerber recommends that you also submit your proxy as described below so that your vote will be counted if you later decide not to attend the meeting.

### **Q: How may I vote my shares without attending the meeting?**

A: Whether you hold shares directly as the shareholder of record or as the beneficial owner of shares held in street name, you may direct your vote without attending the meeting. You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker or nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. If you are a shareholder of record, you may vote without

attending the meeting as follows:

*By Internet* If you have Internet access, you may submit your proxy from any location in the world by following the *Vote by Internet* instructions on the proxy card.

*By Telephone* You may submit your proxy by following the *Vote by Telephone* instructions on the proxy card.

*By Mail* You may vote by marking, dating and signing your proxy card and mailing it in the enclosed, self-addressed, postage prepaid envelope. No postage is required if the proxy is mailed in the United States.

Shares of common stock that are represented by a properly executed proxy, if such proxy is received in time and not revoked, will be voted at the Annual Meeting according to the instructions indicated in the proxy. **If no instructions are indicated, the shares will be voted FOR approval of each proposal listed on the proxy card.** Discretionary authority is provided in the proxy as to any matters not specifically referred to in the proxy. The Board is not aware of any other matters that are likely to be brought before the Annual Meeting. If other matters are properly brought before the meeting, including a proposal to adjourn the Annual Meeting to permit the solicitation of additional proxies in the event that one or more proposals have not been approved by a sufficient number of votes at the time of the Annual Meeting, the persons named in the enclosed proxy will vote on such matters in their own discretion.

If you are a beneficial owner of common stock, please refer to the voting instruction card included by your broker or nominee for applicable voting procedures.

Internet and telephone submission of proxies and voting instructions may be communicated 24 hours a day, and if you use one of those methods, you do not need to return a proxy or voting instruction card. Unless you are planning to vote at the meeting in person, your proxy or voting instructions must be received by 11:59 p.m., Eastern Time, on September 22, 2010, or as you are otherwise instructed by your broker or nominee.

**Q: How may I revoke a proxy?**

A: A proxy submitted by Internet or telephone may be revoked by executing a later-dated proxy card, by subsequently submitting a new proxy through the Internet or by telephone, or by attending the Annual Meeting and voting in person. A shareholder executing a proxy card also may revoke the proxy at any time before it is exercised by giving written notice revoking the proxy to Gerber's Corporate Secretary, by subsequently submitting another proxy bearing a later date, or by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not automatically revoke a shareholder's proxy. All written notices of revocation or other communications with respect to revocation of proxies submitted by proxy card should be addressed to Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary.

**Q: How does the Board recommend that I vote on the proposal to elect the nine nominees to the Board named in this Proxy Statement?**

A: The Board unanimously recommends that shareholders vote FOR this proposal at the Annual Meeting.

**Q: How does the Board recommend that I vote on the proposal to ratify the appointment of PricewaterhouseCoopers LLP as Gerber's registered independent public accounting firm for fiscal 2011?**

A: The Board unanimously recommends that shareholders vote FOR this proposal at the Annual Meeting.

**Q: What is the quorum required for the Annual Meeting?**

A: A majority of the votes of common stock entitled to be cast at the Annual Meeting on any matter and present in person or by proxy at the Annual Meeting will constitute a quorum for action on that matter at the meeting. Holders of record of the common stock on July 30, 2010 are entitled to notice of, and to vote at, the meeting or



any adjournment or postponement of the meeting. As of the record date, 25,127,426 shares of common stock were outstanding.

**Q: How are votes counted?**

A: Each holder of common stock is entitled to one vote at the Annual Meeting on each matter to come before the meeting, including the election of Directors, for each share held by such shareholder as of the record date. Votes cast in person at the Annual Meeting or by proxy will be tabulated by the inspector of

election appointed for the Annual Meeting, who will determine whether a quorum is present. Abstentions and any broker non-votes will be counted for determining the presence of a quorum.

**Q: What vote is required to elect the nominees to the Board named in this Proxy Statement?**

A: Assuming a quorum is present, individual Director nominees are elected by a plurality of the votes cast at the meeting. Accordingly, the Directorships to be filled at the Annual Meeting will be filled by the nominees receiving the highest number of votes. In the election of Directors, votes may be cast for or withheld with respect to any or all nominees. Votes that are withheld will be excluded entirely from the vote and will have no effect on the outcome of the vote.

**Q: What vote is required to ratify the appointment of PricewaterhouseCoopers LLP as Gerber's independent registered public accounting firm?**

A: Assuming a quorum is present, the appointment of PricewaterhouseCoopers LLP as Gerber's independent registered public accounting firm will be ratified if the votes cast in favor of ratification exceed the votes cast in opposition to ratification at the Annual Meeting. Abstentions, if any, and broker non-votes will have no effect on the outcome of this proposal.

**Q: What does it mean if I receive more than one proxy or voting instruction card?**

A: This means your shares likely are registered in different forms or are registered in more than one account. Please provide voting instructions for all proxy and voting instruction cards you receive.

**Q: Where can I find the voting results of the Annual Meeting?**

A: Gerber will announce preliminary voting results at the Annual Meeting and will report the voting results for each proposal on a current report on Form 8-K filed with the SEC.

### **Annual Report to Shareholders**

A copy of Gerber's annual report to shareholders for the 2010 fiscal year accompanies this Proxy Statement. Gerber has filed an annual report on Form 10-K for fiscal year 2010 with the SEC, which forms a part of the 2010 annual report to shareholders. Shareholders separately may obtain, free of charge, a copy of the 2010 Form 10-K, without exhibits, by writing to Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary. The 2010 Form 10-K is also available through Gerber's website at [www.gerberscientific.com](http://www.gerberscientific.com). The annual report to shareholders and the 2010 Form 10-K are not proxy soliciting materials.

### **Proxy Solicitation**

Gerber will pay the cost of this proxy solicitation. In addition to the solicitation of proxies by use of the mails, officers and other employees of Gerber and its subsidiaries may solicit proxies by personal interview, telephone, facsimile, e-mail and telegram. None of these individuals will receive compensation for such services, which will be performed in addition to their regular duties. Gerber will make arrangements with brokerage firms, banks, custodians, nominees and other fiduciaries to forward proxy solicitation materials for shares held of record by them to the beneficial owners of such shares. Gerber will reimburse such persons for their reasonable out-of-pocket expenses in forwarding such materials. Gerber will use the services of Georgeson Inc. to aid in the solicitation of proxies at a fee of \$11,500 plus reimbursement of out-of-pocket expenses. The total cost to Gerber of such solicitation is not expected to exceed \$20,000. Gerber has agreed to indemnify Georgeson Inc. against any losses, claims, damages, liabilities or expenses

such firm may incur in providing these services.

A list of shareholders entitled to notice of the Annual Meeting will be open to the examination of any shareholder during regular business hours beginning on August 19, 2010 at Gerber's corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut, and at the time and place of the Annual Meeting during the whole time of the Annual Meeting.

### **Delivery of Annual Meeting Documents**

In accordance with SEC rules, we intend to send a single annual report to shareholders and Proxy Statement to any household where two or more shareholders reside unless we have received contrary instructions from the shareholders. This practice eliminates unnecessary mailings delivered to your home and helps to reduce Gerber's expenses. Each shareholder will continue to receive a separate proxy card.

If your household receives a single set of Annual Meeting documents for this year, and you would prefer to receive the duplicate copy, please contact the Corporate Secretary, either by calling (860) 644-1551 or by writing to the Corporate Secretary, care of Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074. Gerber will provide you with a duplicate copy promptly. If you share an address with another shareholder of Gerber and you would prefer to receive a separate set of Annual Meeting documents in the future, or both of you would prefer to receive only a single set of Gerber's Annual Meeting documents, please contact the Corporate Secretary at the telephone number or address above.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be Held on September 23, 2010: This Proxy Statement and our 2010 Annual Report to Shareholders are available at [www.gerberscientific.com/investors/annuals.htm](http://www.gerberscientific.com/investors/annuals.htm).**

## SECURITY OWNERSHIP

The following tables present information regarding beneficial ownership of Gerber's common stock as of June 30, 2010. This information has been presented in accordance with the rules of the SEC and is not necessarily indicative of beneficial ownership for any other purpose. Under SEC rules, beneficial ownership of a class of capital stock as of any date includes any shares of that class as to which a person, directly or indirectly, has or shares voting power or investment power as of that date and also any shares as to which a person has the right to acquire sole or shared voting or investment power as of or within 60 days after that date through the exercise of any stock option, warrant or other right, without regard to whether such right expires before the end of such 60-day period or continues thereafter. If two or more persons share voting power or investment power with respect to specific securities, all of such persons may be deemed to be the beneficial owners of such securities. Information with respect to persons other than the holders listed in the tables below that share beneficial ownership with respect to the securities shown is set forth following the applicable table.

There were 25,127,755 shares of common stock outstanding as of June 30, 2010.

### Principal Shareholders

The following table presents, as of June 30, 2010, information based upon Gerber's records and filings with the SEC regarding each person, other than a Director, Director nominee or executive officer of Gerber, known to Gerber to be the beneficial owner of more than 5% of the common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (%)
Mario J. Gabelli and affiliates One Corporate Center Rye, New York 10580	2,106,133	8.4
Zesiger Capital Group LLC 320 Park Ave. 30 <sup>th</sup> Floor, New York, New York 10022	2,065,400	8.2
Dimensional Fund Advisors LP 1299 Ocean Avenue Santa Monica, California 90401	1,858,807	7.4
Barclays Global Investors, NA 45 Fremont Street San Francisco, California 94105	1,851,697	7.4
Royce & Associates, LLC 1414 Avenue of the Americas New York, New York 10019	1,751,500	7.0
Barington Companies Equity Partners, L.P. and others 888 Seventh Avenue, 17 <sup>th</sup> Floor New York, New York 10019	1,336,094	5.3

The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date, by the sum of the number of shares

outstanding as of that date plus the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date. Consequently, the denominator for calculating beneficial ownership percentages may be different for each beneficial owner.

The information concerning Mario J. Gabelli and affiliates is based upon a Schedule 13D/A filed with the SEC on July 9, 2010. In addition to Mr. Gabelli, each of the following entities that Mr. Gabelli controls or for which he acts as chief investment officer is a reporting person on the Schedule 13D/A: GGCP, Inc.; GAMCO Investors, Inc.; Gabelli Funds, LLC; GAMCO Asset Management, Inc.; and Teton Advisors, Inc.. According to the Schedule 13D/A, as of June 30, 2010, Gabelli Funds, LLC had beneficial ownership of 567,700 of the

reported shares, GAMCO Investors, Inc. had beneficial ownership of 1,318,663 of the reported shares and Teton Advisers, Inc. had beneficial ownership of 219,770 of the reported shares. Mr. Gabelli is deemed to have beneficial ownership of the shares owned beneficially by each of the foregoing entities. GAMCO Investors, Inc. and GGCP, Inc. are deemed to have beneficial ownership of the shares owned beneficially by each of the foregoing reporting persons other than Mr. Gabelli. Each of the reporting persons discloses that it has sole voting and investment power with respect to the securities it beneficially owns, except that: (1) GAMCO Investors, Inc. does not have voting power over 13,000 of the reported shares; (2) in some circumstances, the proxy voting committee of each fund for which Gabelli Funds, LLC provides managed account services may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund; and (3) the power of Mr. Gabelli, GAMCO Investors, Inc. and GGCP, Inc. to vote and invest the share is indirect with respect to shares beneficially owned by the other reporting persons.

The information concerning Zesiger Capital Group LLC is based upon an amendment to Schedule 13G filed with the SEC on February 10, 2010. Zesiger Capital Group LLC reports that it has sole voting power with respect to 1,588,000 of the reported shares and sole investment power with respect to all of the reported shares. Zesiger Capital Group LLC disclaims beneficial ownership of such shares on the basis that such shares are held in discretionary accounts that it manages.

The information concerning Dimensional Fund Advisors LP is based upon an amendment to Schedule 13G filed with the SEC on February 8, 2010. Dimensional Fund Advisors LP reports that it is an investment adviser registered under the Investment Advisers Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940 and serves as investment manager to certain other commingled group trusts and separate accounts, or the Funds. Dimensional Fund Advisors LP reports that, in its role as investment adviser or manager, neither Dimensional Fund Advisors LP nor any of its subsidiaries possesses investment or voting power over the reported shares held by the Funds, but that all of the shares shown are owned by the Funds. Dimensional Fund Advisors LP and its subsidiaries disclaim beneficial ownership of such shares.

The information concerning Barclays Global Investors, NA is based upon a Schedule 13G filed with the SEC on February 5, 2009. The shares of common stock shown as beneficially owned by Barclays Global Investors, NA include shares that are reported as held by the following entities in trust accounts for the economic benefit of the beneficiaries of those accounts: Barclays Global Investors, NA; Barclays Global Fund Advisors; Barclays Global Investors, Ltd.; Barclays Global Investors Japan Limited; Barclays Global Investors Canada Limited; Barclays Global Investors Australia Limited; and Barclays Global Investors (Deutschland) AG. Barclays Global Investors, NA reports that each of the foregoing entities has the sole voting and investment power with respect to the shares reported as held by that entity.

The information concerning Royce & Associates, LLC is based upon an amendment to Schedule 13G filed with the SEC on January 25, 2010. Royce & Associates, LLC reports that it has sole voting and investment power with respect to all of the reported shares.

The information concerning Barington Companies Equity Partners, L.P., or Barington, and others is based upon a Schedule 13D/A filed with the SEC on June 9, 2010. Of the shares of common stock shown, Barington beneficially owns 845,981 shares, which we refer to as the Barington shares. The reporting persons disclose that the Barington shares also may be deemed to be owned beneficially by the general partner of Barington, Barington Companies Investors, LLC, or Investors; the majority member of Investors, Barington Capital Group, L.P., or Group; the general partner of Group, LNA Capital Corp., or LNA; and James A. Mitarotonda, the sole stockholder and director of LNA. Barington, Investors, Group, LNA and Mr. Mitarotonda report that, by virtue of their respective positions, each of them may be deemed to have sole voting and investment power over the Barington shares, regardless of the fact that multiple persons within the same chain of ownership report sole voting and investment power with respect to such shares. Mr. Mitarotonda disclaims beneficial ownership of the Barington shares except to the extent of his pecuniary

interest therein. Of the shares of common stock shown, ICS Opportunities, Ltd., or ICS, beneficially owns 490,113 shares, which we refer to as the ICS shares. The reporting persons disclose that the ICS shares also may be deemed to be owned beneficially by the investment manager to ICS, Millennium International Management LP, or



International LP ; the general partner of International LP, Millennium International Management GP LLC, or International GP ; the general partner of the 100% shareholder of ICS, Millennium Management LLC, or Management LLC ; and the managing member of International GP and of Management LLC, Israel A. Englander. ICS reports that it holds shared power to vote and to dispose of the ICS shares. International LP, International GP, Management LLC and Mr. Englander report that they may be deemed to hold shared voting and investment power over the ICS shares. Mr. Englander disclaims beneficial ownership of the ICS shares except to the extent of his pecuniary interest therein.

### Investment in Gerber by Directors and Executive Officers

The following table presents, as of June 30, 2010, information regarding the beneficial ownership of Gerber's common stock by the following persons:

each Director;

each nominee to the Board;

the named executive officers of Gerber as set forth in the Summary Compensation Table below; and

all of Gerber's Directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (%)
Donald P. Aiken	65,109	*
Michael R. Elia	213,561	*
Thomas P. Finn	30,000	*
Marc T. Giles	605,095	2.4
John Hancock	193,521	*
Edward G. Jepsen	322,533	1.3
Rodney Larson	94,469	*
Randall D. Ledford	29,164	*
John R. Lord	44,164	*
James A. Mitarotonda	846,398	3.4
Javier Perez	19,167	*
Carole F. St. Mark	50,937	*
W. Jerry Vereen	54,678	*
All Directors and executive officers as a group (18 persons)	3,030,541	11.7

\* Less than one percent.

The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date, by the sum of the number of shares outstanding as of that date plus the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after that date. Consequently, the denominator for calculating beneficial ownership percentages may be different for each beneficial owner.

The shares shown as beneficially owned by Mr. Aiken include 6,000 shares that Mr. Aiken has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options and 55,109 shares deliverable to Mr. Aiken pursuant to the Gerber Scientific, Inc. Agreement for Deferment of

Director Fees, which we refer to as the Agreement for Deferral of Director Fees, or deliverable to Mr. Aiken after he ceases to serve as a Director.

The shares shown as beneficially owned by Mr. Giles include 297,482 shares that Mr. Giles has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Mr. Elia include 115,000 shares that Mr. Elia has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Mr. Hancock include 113,858 shares that Mr. Hancock has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Mr. Jepsen include 31,933 shares deliverable to Mr. Jepsen after he ceases to serve as a Director.

The shares shown as beneficially owned by Mr. Larson include 31,067 shares that Mr. Larson has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Dr. Ledford are deliverable to Dr. Ledford after he ceases to serve as a Director.

The shares shown as beneficially owned by Mr. Lord include 29,164 shares deliverable to Mr. Lord after he ceases to serve as a Director.

The shares shown as beneficially owned by Mr. Lovass include 75,833 shares that Mr. Lovass has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Mr. Mitarotonda include 417 shares deliverable to Mr. Mitarotonda after he ceases to serve as a Director and 845,981 shares held by Barington Companies Equity Partners, L.P. over which Mr. Mitarotonda may be deemed to have voting and investment power. Mr. Mitarotonda is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group L.P., the majority member of Barington Companies Investors, LLC. Barington Companies Investors, LLC is the general partner of Barington Companies Equity Partners, L.P. Mr. Mitarotonda disclaims beneficial ownership of the Barington shares except to the extent of his pecuniary interest therein.

The shares shown as beneficially owned by Mr. Perez include 4,167 shares deliverable to Mr. Perez after he ceases to serve as a Director.

The shares shown as beneficially owned by Ms. St. Mark include 6,000 shares that Ms. St. Mark has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options and 43,937 shares deliverable to Ms. St. Mark pursuant to the Agreement for Deferral of Director Fees or deliverable to her after she ceases to serve as a Director.

The shares shown as beneficially owned by Mr. Vereen include 6,000 shares that Mr. Vereen has the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options, 1,000 shares held of record by a trust for which Mr. Vereen serves as trustee, and 38,678 shares deliverable to Mr. Vereen after he ceases to serve as a Director.

The shares shown as beneficially owned by all Directors and executive officers as a group include a total of 850,631 shares that all Directors and executive officers as a group have the right to purchase as of or within 60 days after June 30, 2010 pursuant to the exercise of stock options and a total of 232,569 shares deliverable to Directors when the Directors cease to serve on the Board.

## **AGENDA ITEM 1:**

### **ELECTION OF DIRECTORS**

#### **Nominees for Election as Directors**

As proposal 1 for the Annual Meeting, shareholders are asked to consider and vote upon the election of the nine nominees to the Board identified below.

Gerber's Amended and Restated Certificate of Incorporation provides that all Directors will stand for election for one-year terms ending at the Annual Meeting. Gerber's Amended and Restated By-Laws provide that the Board will consist of not fewer than three or more than 11 Directors, with the actual number to be determined by Board resolution from time to time. The number of Directors currently constituting the entire Board is nine.

Upon the recommendation of its Nominating and Corporate Governance Committee, the Board has nominated Donald P. Aiken, Marc T. Giles, Edward G. Jepsen, Randall D. Ledford, John R. Lord, James A. Mitarotonda, Javier Perez, Carole F. St. Mark and W. Jerry Vereen as nominees for election as Directors of Gerber for a one-year term, until the next Annual Meeting of Shareholders or until their respective successors are elected and qualified. Each of the nominees is an incumbent Director.

On June 8, 2010, upon the recommendation of the Nominating and Corporate Governance Committee, the Board appointed Mr. Mitarotonda to serve as a Director for a term expiring at the Annual Meeting and nominated Mr. Mitarotonda for election as a Director at the Annual Meeting. Mr. Mitarotonda was proposed for consideration for appointment to the Board by Barington Capital Group, L.P., an investment firm and a significant shareholder of the company. Mr. Mitarotonda currently serves as Chairman of the Board, President and Chief Executive Officer of Barington Capital Group, L.P.

The nominees have indicated that they are willing and able to serve as Directors if elected. If any of such nominees should become unable or unwilling to serve, the proxies intend to vote for such substitute nominees as may be designated by the Board upon the recommendation of the Nominating and Corporate Governance Committee.

#### **Approval of Nominees**

Approval of the nominees named above requires the affirmative vote of a plurality of the votes cast at the Annual Meeting. Votes may be cast for or withheld with respect to any or all nominees. Unless authority to do so is withheld, it is the intention of the persons named in the proxy to vote such proxy for the election of each of the nominees. You may not cumulate your votes in the election of Directors.

If a nominee becomes unable or unwilling to accept nomination or election, the Board may either select a substitute nominee or reduce the size of the Board. If you have submitted a proxy and a substitute nominee is selected, your shares will be voted for the election of the substitute nominee. Alternatively, if the Board does not select a substitute nominee, the proxies may vote only for the remaining nominees, leaving a vacancy that may be filled at a later date by the Board. The Board has no reason to believe that any nominee would be unable or unwilling to serve if elected.

**The Board unanimously recommends a vote FOR the election of each of the nominees named above to serve as Directors.**

#### **Director Qualifications**

We believe our Directors should possess the highest personal and professional ethics, display mature judgment, be free of conflicts of interest that might impede the proper performance of their responsibilities, be able to work effectively and collegially with other Board members, and be committed to building long-term shareholder value. We seek Board members that represent a diversity of professional viewpoints, background and experience in areas that are relevant to our activities.

We identify and describe below the core experience, qualifications, attributes or skills our Directors collectively bring to the Board that are relevant to our business structure. Our nominees' experience, qualifications, attributes or skills which the Board considered in nominating them for election at the Annual Meeting are included in their individual biographies below. In considering these criteria for Board membership, our Directors also must consider our company's obligations under our Corporate Governance Principles.

*Leadership and management experience.* We seek Directors with significant leadership and management experience, including, specifically, prior experience in senior executive roles, since these individuals generally possess extraordinary leadership qualities and the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, strategy, risk management and the methods to promote change and growth.

*International experience.* Because significant company revenues and profits are derived from activities conducted in foreign countries, we seek Directors who currently manage or have previously managed or been involved in international business operations, especially in Asia.

*Technology experience.* We seek Directors with technology backgrounds, because our company's ability to compete effectively in the highly dynamic markets that it serves requires that it constantly develop and offer innovative new products.

*Finance and financial reporting experience.* We seek Directors with experience and expertise in understanding capital markets and the complexities associated with overseeing a multinational business operating in three discrete market segments. In addition, we require that all Directors be financially literate and, specifically, that at least one Director at all times qualify as an audit committee financial expert.

*Strategic planning, risk management, compliance and corporate governance experience.* We seek Directors who have strategic planning and risk management experience, either directly or in consulting roles, as well as compliance oversight and a commitment to best governance practices.

## **Information About the Nominees**

Biographical information concerning each of the nominees as of June 30, 2010 is presented below.

*Donald P. Aiken*, age 66, has served as a Director since 1997 and has served as Chairman of the Board of Gerber since February 1, 2004. Mr. Aiken is retired. From August 2003 through December 2005, Mr. Aiken served as a director of ABB Lummus Global, a subsidiary of ABB Ltd., a provider of engineering, procurement and construction-related services for customers in the oil and gas, petrochemical and refining, and power industries. Mr. Aiken also served as a consultant to ABB, Inc., a provider of power and automation technologies for utility and other industrial customers, from February 2004 through December 2005. He served as President and Chief Executive Officer of ABB, Inc. from February 2001 to January 2004. Mr. Aiken served on the board of directors of Xerium Technologies, Inc., a manufacturer and supplier of products used in the production of paper, until December 2008.

Director qualifications:

*Leadership and management experience* former senior executive experience at public companies

*International experience* former executive positions with global profit and loss responsibility at multinational companies

*Technology experience* former vice president, research and development for major multinational automation company

*Finance and financial reporting experience* executive, board and audit committee experience at public companies



*Strategic planning, risk management, compliance and corporate governance experience* former executive-level strategic planning responsibilities and board and governance committee experience at public companies

*Marc T. Giles*, age 54, has served as Director, President and Chief Executive Officer of Gerber since November 2001. Mr. Giles began his career with Gerber in November 2000 as a Senior Vice President of Gerber and President of Gerber Technology, Inc. Before joining Gerber, Mr. Giles spent 12 years with FMC Corp., a producer of machinery and chemicals for industry and agriculture, where he served in a number of senior positions in sales and marketing management, strategy development, mergers and acquisitions, and general management. Mr. Giles serves as a director on the boards of Lydall Inc., a provider of specialty engineered products for the thermal/acoustical and filtration/separation markets, and the Connecticut Business & Industry Association.

Director qualifications:

*Leadership and management experience* Gerber CEO since 2001; member of public company boards

*International experience* senior executive positions at large public multinational company

*Finance and financial reporting experience* Gerber CEO since 2001; member of public company boards

*Strategic planning, risk management, compliance and corporate governance experience* Gerber CEO since 2001; former director of business development for large multinational company; member of public company governance committee

*Edward G. Jepsen*, age 67, has served as a Director since 2003. Mr. Jepsen is retired. Mr. Jepsen was the Executive Vice President and Chief Financial Officer of Amphenol Corporation from November 1988 until December 31, 2004. Amphenol Corporation is a manufacturer of electronic interconnect components. Mr. Jepsen is a director and chairman of the audit committee and member of the compensation committee of Amphenol Corporation and is a director, chairman of the audit and finance committee and member of the compensation committee of ITC Holdings Corp., an operator of electricity transmission systems. Mr. Jepsen i