

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

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FILER

**CSP INC /MA/**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 14, 2013

**CSP Incorporated**

(Exact name of the registrant as specified in its charter)

**Massachusetts**

(State or other jurisdiction of incorporation)

**000-10843**

**04-2441294**

(Commission File Number) (IRS Employer Identification No.)

**43 Manning Road, Billerica, Massachusetts**

(Address of principal executive offices)

**01821-3901**

(Zip Code)

**(978) 663-7598**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 8.01 Results of Operations and Financial Condition.

On January 14, 2013, CSP Inc. (the “Company”) issued a press release, a copy of which is filed as Exhibit 99.1 hereto and incorporated herein by reference.

### Important Information

The Company intends to file with the Securities and Exchange Commission (“SEC”) and furnish to its stockholders its proxy statement (and related proxy materials) in connection with its solicitation of proxies for use at the Company’s 2013 Annual Meeting of Stockholders. The Company advises its stockholders to carefully read the Company’s proxy statement (and related proxy materials) when they become available, because they will contain important information, including, without limitation, the identity of the participants in the Company’s solicitation and information relating to the Company’s Board-nominated director candidates, and a description of the direct and indirect interests of such participants.

Stockholders may obtain a free copy of the proxy statement (and related proxy materials) when they become available, as well as all other documents that CSP Inc. files with the SEC, at the SEC’s website at [www.sec.gov](http://www.sec.gov). The Company’s proxy statement and such other documents also may be obtained for free from CSP Inc. by contacting our Investor Relations department by calling 978-663-7598 or writing to Investor Relations, CSP Inc., 43 Manning Road, Billerica, Massachusetts.”

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release Dated January 14, 2013

### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CSP INC.

Date: January 14, 2013

By: /s/ Gary W. Levine  
Gary W. Levine  
Vice President Finance and  
Chief Financial Officer

Contact: Gary Levine  
Chief Financial Office  
CSP Inc.

Tel: 978.663.7598 ext. 1200

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### **CSP Inc. -Acknowledges North & Webster Press Release of January 9, 2013**

BILLERICA, MA, January 14, 2013 –The Board of Directors of [CSP Inc.](#) (NASDAQ: CSPI) acknowledge a press release was made on January 9, 2013 by North & Webster, which last November submitted a proposal seeking to enter into private discussion to purchase the Company at a price of \$5.50 per share. Since then, the board has not entered into any discussions with North & Webster and sees no merit in giving further consideration to that proposal.

As of the close of business on January 11, 2013, CSP shares last traded at \$6.71. CSP's board and management are optimistic about CSP's future prospects, as set forth in the Company December 13, 2012 press release.

CSP has filed preliminary proxy materials in connection with the 2013 annual meeting of shareholders and anticipates sending proxy materials to all CSP shareholders, as of the December 14, 2012 record date, in the near future. The annual meeting is currently scheduled to be held on February 5, 2013.

#### **About CSP Inc.**

Based in Billerica, Massachusetts and founded in 1968, CSP Inc. and its subsidiaries develop and market IT integration solutions and high-performance computer systems to meet the diverse requirements of our industrial, commercial, and defense customers worldwide.

CSP's Systems segment includes the [MultiComputer Division](#), which designs and manufactures commercial high-performance computer signal processing systems for a variety of complex real time applications in defense and commercial markets. The Company's [MODCOMP Inc.](#) subsidiary, also part of its Service and Systems Integration segment was founded in 1970, and has offices in the U.S., U.K. and Germany. Modcomp provides solutions and services for complex IT environments including storage and servers, unified communications solutions, IT security solutions and consulting services. More information about CSP is available on the company's website at [www.cspi.com](http://www.cspi.com).

To learn more about MODCOMP, Inc., consult [www.modcomp.com](http://www.modcomp.com).



## **Safe Harbor**

The Company wishes to take advantage of the “Safe Harbor” provisions of the Private Securities Litigation Reform Act of 1995 with respect to statements that may be deemed to be forward-looking under the Act. Such forward-looking statements may include, but are not limited to, the Company future prospects future prospects. The Company cautions that numerous factors could cause actual results to differ materially from forward-looking statements made by the Company. Such risks include general economic conditions, market factors, competitive factors and pricing pressures, and others described in the Company's filings with the SEC. Please refer to the section on forward-looking statements included in the Company's filings with the Securities and Exchange Commission.