

RESPONSE GENETICS INC (RGDX)

1640 MARENGO ST.,
LOS ANGELES,, CA, 90033
(323) 224-39
[HTTP://WWW.RESPONSEGENETICS.COM](http://www.responsegenetics.com)

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Filed on 10/20/2010



THOMSON REUTERS

Westlaw[®] BUSINESS

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
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

RESPONSE GENETICS, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(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:

- 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:

Important Notice of Availability of Proxy Materials for the Stockholders Meeting of

RESPONSE GENETICS, INC.

To Be Held On:

December 1, 2010 at 10:00 a.m. EST

The New York Palace Hotel, 455 Madison Avenue, New York, NY 10022

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COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before November 10, 2010.

Please visit www.responsegenetics.com, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report on Form 10-K and Form 10-K/A

TO REQUEST MATERIAL: TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: info@amstock.com

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE: **ONLINE:** To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit <https://secure.amstock.com/voteproxy/login2.asp> to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

1. To elect nine (9) directors to the Board of Directors of the Company to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified.

NOMINEES: Kirk K. Calhoun
Kathleen Danenberg
Jan C. Fagerberg, M.D., Ph.D.
Michael Metzger
Gary D. Nusbaum
Michael Serruya
David M. Smith
Richard van den Broek
David M. Wurzer

2. Proposal to ratify the appointment of BDO Seidman LLP as the Company's independent public accountants for the fiscal year ending December 31, 2010.

These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is October 19, 2010. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF ALL DIRECTOR NOMINEES AND "FOR" PROPOSAL 2.

Please note that you cannot use this notice to vote by mail.

ANNUAL MEETING OF STOCKHOLDERS OF
RESPONSE GENETICS, INC.

December 1, 2010

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

TELEPHONE - Call toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement, proxy card and annual report on Form 10-K and Form 10-K/A are available at www.responsegenetics.com

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the internet. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF ALL DIRECTOR NOMINEES AND "FOR" PROPOSAL 2.
 PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. Election of Directors (or if any nominee is not available for election, such substitute as the Board of Directors may designate):

- | | |
|------------------------------------------------------------------|-----------------------------------------------------|
| <input type="checkbox"/> FOR ALL NOMINEES | <input type="radio"/> Kirk K. Calhoun |
| <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES | <input type="radio"/> Kathleen Danenberg |
| <input type="checkbox"/> FOR ALL EXCEPT (See instructions below) | <input type="radio"/> Jan C. Fagerberg, M.D., Ph.D. |
| | <input type="radio"/> Michael Metzger |
| | <input type="radio"/> Gary D. Nusbäum |
| | <input type="radio"/> Michael Serruya |
| | <input type="radio"/> David M. Smith |
| | <input type="radio"/> Richard van den Broek |
| | <input type="radio"/> David M. Wurzer |

2. Proposal to ratify the appointment of BDO Seidman LLP as the Company's independent public accountants for the fiscal year ending December 31, 2010. FOR AGAINST ABSTAIN

This Proxy when executed will be voted in the manner directed herein. If no direction is made this Proxy will be voted FOR the election of Directors and FOR Proposal 2.

In their discretion the proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournments of the meeting.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder _____ Date _____ Signature of Shareholder _____ Date _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

ANNUAL MEETING OF STOCKHOLDERS OF
RESPONSE GENETICS, INC.

December 1, 2010

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To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date _____ Signature of Stockholder _____ Date _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



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RESPONSE GENETICS, INC.

1640 MARENGO ST., 6TH FLOOR
LOS ANGELES, CALIFORNIA 90033

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS

DECEMBER 1, 2010

RESPONSE GENETICS, INC.'S BOARD OF DIRECTORS SOLICITS THIS PROXY

The undersigned, revoking any previous proxies relating to these shares, hereby acknowledges receipt of the Notice and Proxy Statement dated October 20, 2010 in connection with the Annual Meeting of Stockholders of Response Genetics, Inc. (the "Company") to be held at 10:00 a.m. EST on Wednesday, December 1, 2010 at The New York Palace Hotel, 455 Madison Avenue, New York, NY 10022 and hereby appoints David O'Toole and Denise McNairn, and each of them (with full power to act alone), the attorneys and proxies of the undersigned, with power of substitution to each, to vote all shares of the Common Stock of the Company which the undersigned is entitled to vote at the 2010 Annual Meeting of Stockholders, and at any adjournments or postponements of the meeting, with all the powers the undersigned would have if personally present at the meeting. Without limiting the general authorization given by this Proxy, the proxies are, and each of them is, instructed to vote or act as follows on the proposals set forth in the Proxy.

If you wish to vote in accordance with the Board of Directors' recommendations, just sign on the reverse side. You need not mark any boxes.

(Continued and to be signed on the reverse side)



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