

**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 Section 240.14a-12

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**VASCO Data Security International, 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)(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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To the Stockholders of  
VASCO Data Security International, Inc.:

May 29, 2009

We recently distributed proxy materials for the Annual Meeting of Stockholders of VASCO Data Security International, Inc. to be held on Wednesday, June 10, 2009. The proxy card included with those materials contained an error regarding the name of the plan listed in Proposal 2. Enclosed is a revised proxy card correcting that error. The correct name of the plan listed in Proposal 2 is "**Executive Incentive Compensation Plan.**"

If you have not yet returned the prior proxy card you received, please discard it and instead use the enclosed revised proxy card.

**Even if you have already returned the prior proxy card, you must return the enclosed revised proxy card, using the enclosed postage-paid reply envelope, to have your shares voted by proxy at the June 10, 2009 Annual Meeting.**

**Votes on the prior proxy card will be disregarded for all purposes.**

We apologize for any inconvenience.

Sincerely,  
*/s/ Clifford K. Bown*  
Clifford K. Bown  
Secretary

Enclosure



ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD JUNE 10, 2009

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.

Please complete, date, sign and mail the  
detached proxy card in the enclosed postage-prepaid envelope.

DETACH PROXY CARD HERE

VASCO DATA SECURITY INTERNATIONAL, INC. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
If properly executed, this proxy will be voted as specified herein or, if not specified, FOR the election as directors of the nominees named in Proposal 1, FOR  
the approval of Proposal 2 and FOR the approval of Proposal 3. In their discretion, the proxies are authorized to vote upon such other business as may properly  
come before the meeting or any adjournment thereof. At this time, management knows of no such other business.

REVISED

Signature \_\_\_\_\_

Signature, if jointly held \_\_\_\_\_

Date \_\_\_\_\_, 2009

IMPORTANT: Please date and sign exactly as the name appears herein and return this proxy in the enclosed envelope. Persons signing as executors,  
administrators, trustees, etc. should so indicate. If shares are held jointly, each joint owner should sign. In the case of a corporation or partnership, the full  
name of the organization should be that of a duly authorized officer or partner.

**IMPORTANT**  
THE PROMPT RETURN OF  
PROXIES WILL SAVE THE  
COMPANY THE EXPENSE  
OF FURTHER REQUESTS  
FOR PROXIES TO  
ENSURE A QUORUM AT  
THE MEETING. A SEL-  
ADDRESSED, POSTAGE-  
PREPAID ENVELOPE IS  
ENCLOSED FOR YOUR  
CONVENIENCE.

**IMPORTANT: ALTHOUGH YOU MAY HAVE ALREADY RECEIVED A PROXY CARD AND VOTED, YOU MUST RESUBMIT YOUR VOTE USING THIS PROXY CARD. A POSTAGE-PREPAID ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE.**

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VASCO DATA SECURITY INTERNATIONAL, INC.  
ANNUAL MEETING OF STOCKHOLDERS — June 10, 2009  
1901 South Meyers Road, Oakbrook Terrace, Illinois 60181  
**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**REVISED**

The undersigned hereby appoints T. Kendall Hunt and Clifford Bown, and each of them with full power of substitution, as proxies to vote all the shares of common stock of VASCO Data Security International, Inc., a Delaware corporation, that the undersigned may be entitled to vote at the Annual Meeting of Stockholders to be held on June 10, 2009 and at any adjournment thereof, as designated for the items set forth and in the Notice of Annual Meeting of Stockholders and the Proxy Statement dated April 30, 2009.

The Board of Directors recommends a vote **FOR** the election of the Director nominees set forth in Proposal 1, **FOR** Proposal 2 and **FOR** Proposal 3.

- | 1. The election of the following individuals as Directors: | FOR                      | WITHHELD                 |
|--|--------------------------|--------------------------|
| 01 T. Kendall Hunt   | <input type="checkbox"/> | <input type="checkbox"/> |
| 02 Michael P. Cullinane                                    | <input type="checkbox"/> | <input type="checkbox"/> |
| 03 John N. Fox, Jr.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 04 John R. Walter  | <input type="checkbox"/> | <input type="checkbox"/> |
| 05 Jean K. Holley  | <input type="checkbox"/> | <input type="checkbox"/> |
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- |   |                              |                                  |                                  |
|---|------------------------------|----------------------------------|----------------------------------|
| 2. Proposal to approve the Vasco Data Security International, Inc. Executive Incentive Compensation Plan. | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST | <input type="checkbox"/> ABSTAIN |
| 3. Proposal to approve the Vasco Data Security International, Inc. 2009 Equity Incentive Plan.            | <input type="checkbox"/> FOR | <input type="checkbox"/> AGAINST | <input type="checkbox"/> ABSTAIN |

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on June 10, 2009: The Company's Proxy Statement and Annual Report are available at [www.vasco.com/investors](http://www.vasco.com/investors).**

**Important: Please sign and date this proxy on the reverse side.**