THERAGENICS CORPORATION®

September 14, 2009

Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090
Attn: Ms. Elizabeth M. Murphy, Secretary

Re: File No. S7-13-09; Release Nos. 33-9052, 34-60280 and IC-28817
Proxy Disclosure and Solicitation Enhancements

Dear Ms. Murphy:

On behalf of Theragenics Corporation, I appreciate this opportunity to provide comments on the Securities and Exchange Commission ("SEC") proposal to require companies to provide additional certain compensation and corporate governance disclosure (the "Proposed Rules").

Theragenics is a medical device company serving the surgical products and cancer treatment markets, and we operate in two business segments. Our surgical products business consists of wound closure, vascular access and specialty needle products, serving a number of markets and applications, including, among other areas, interventional cardiology, interventional radiology, vascular surgery, orthopedics, plastic surgery, dental surgery, urology, veterinary medicine, pain management, endoscopy, and spinal surgery. In our brachytherapy seed business, we produce, market and sell TheraSeed®, our premier palladium-103 prostate cancer treatment device; I-Seed, our iodine-125 based prostate cancer treatment device; and other related products and services. Theragenics has been public since 1986, and our common stock has been listed on the New York Stock Exchange since 1998.

We have significantly expanded our operations since 2003, when we manufactured a single brachytherapy product. Today, we manufacture over 3,500 products in the brachytherapy and surgical products sectors and provide full-time employment to over 500 employees across four states (Georgia, Texas, Massachusetts and Oregon). We believe nimble small cap companies such as ours serve a vital role in our economy by stimulating job growth and innovation.

On a personal note, I have served as Chief Executive Officer of Theragenics since 1993, and as Chairman of the Board from 1998 through 2005 and since 2007. I have also served (and continue to serve) on the board of directors of both small and large public companies. My comments on the Proposed Rules are based on my perspective that has been developed over the course of my 15+ years of experience as a public company CEO and director. My perspective is not aligned with any particular shareholder constituency such as institutional shareholders or corporate opportunists looking to turn a quick buck on a quick trade. Rather, my perspective is that of a person who is responsible for (i) running the business and affairs of a public company on a day-to-day basis and (ii) working as both management and an outside director in a constructive and collaborative manner

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with other outside directors and management. I ascribe to a long term vision for the success of the corporations that I serve in order to maximize the value of each shareholder's investment. However, in commenting on the Proposed Rules, I am articulating primarily my perspective of the impact of such rules on smaller public companies. Fundamentally, I believe that the Proposed Rules will be particularly cumbersome for small public companies and that the distractions to management that will result from the additional disclosure far outweigh any perceived benefit the disclosure would have to investors.

My comments follow.

Enhanced Risk Disclosure

The Proposed Rules would require a public company to discuss and analyze its compensation policies for all employees if those policies create risks that may have a material adverse effect on the company. In conducting such an analysis, the SEC suggests that companies should consider whether their compensation policies and practices provide incentives that influence behavior that may be inconsistent with the company's overall interests. Companies would also have to consider what level of risk employees might be encouraged to take to meet their performance targets. Conducting this type of analysis with respect to all employees will require the consideration of a number of complex factors. As a result, the average costs of compensation consulting services can be expected to increase to reflect additional documentation of risk assessment. Internal costs will also increase since ordinary course of business, non-executive compensation practices would also need to reflect a risk assessment. Describing the risks that may have a material adverse effect on the company in plain English and in any meaningful way for investors will be even more difficult. In the final release, the SEC should provide further guidance to clarify that the appropriate standard for determining materiality is whether there is a substantial likelihood that a reasonable shareholder would consider a particular fact important in making a voting decision.

Conducting this analysis will present unnecessary distraction to management—especially at times such as this when it is particularly important for management to focus on strategy and execution. The complex analysis required will be particularly burdensome on small cap companies. As we believe that the requirement presents a significant distraction and will not result in meaningful disclosure to our investors, we believe that the enhanced disclosure is a burden that far outweighs any benefit to investors. Moreover, from a general policy perspective, I fear that such sweeping risk disclosure requirements relating to undefined and vague concepts of "risk" will chill risk-taking at both small and larger businesses. Rather than risk being second-guessed on their risk assessment, or their disclosure of it, companies take the easy way out and avoid taking risks, stunting growth in our economy and job opportunities. I firmly believe that appropriate risk-taking is critical to economic growth.

We believe that the proposed changes to Item 402(b) of Regulation S-K should be limited to large accelerated filers, or companies in the financial services industry. Although "smaller reporting companies" as defined by Item 10(f) of Regulation S-K are not required to provide Compensation

Discussion and Analysis, we believe that the Item 10(f) definition of smaller reporting companies is too narrow for this purpose. Instead, such additional disclosure should only be required of companies with a public float well over $300 million, and more appropriately, $700 million.

New Disclosure about Leadership Structure

The proposed changes to Item 407 of Regulation S-K would require companies to disclose their board leadership structure and why that structure is appropriate given the specific characteristics and circumstances of each company. The major national securities exchanges require, and it has become a generally established best practice for public companies to create, certain committees to handle certain areas of the board's oversight role, such as an audit committee, a compensation committee, and a corporate governance committee. Given these requirements and general practices, requiring disclosure describing the board's leadership structure and the reasons behind that structure will likely result in boilerplate disclosure that will not provide significant insight or meaning to investors. For this reason we believe that Item 407(h) to Regulation S-K should not be adopted.

Board's Role in Company's Risk Management Process

The proposed changes to Item 407 of Regulation S-K would also require each public company to disclose the board's role in risk management. The release indicates that companies would be required to discuss (1) whether the persons who monitor risk management report directly to the board as a whole or to a board committee and (2) whether and how the board or board committee monitors risk. We believe that this additional disclosure would not provide useful information to investors, but would increase the costs and burdens on public companies. Boards and audit committees routinely receive reports from management describing various risks to their companies. It is often difficult for a company to identify strategic risks to the company versus operational risks associated with the company continuing to conduct business, for example, how the company plans to remain competitive in the marketplace. Given the amount of overlap between strategic and operational risks, it will be particularly difficult for issuers to provide meaningful disclosure about risk management to investors.

If the SEC nevertheless pursues the adoption of the proposed changes to Item 407 of Regulation S-K, such requirements should be limited to large accelerated filers or companies in the financial services industry as these are the enterprises where risk management is most material, or present systemic risk to the economy. Limiting the application of the new rules to such firms would provide disclosure where it is most material and avoid the costs and burdens where such disclosure is of little use.

Increasing Costs and Disproportionate Impact on Smaller Companies

Additional increases in regulatory demands continue to suffocate corporate America and economic growth. At an unprecedented time in our country's history, implementing federal

regulation that would have this effect is unnecessary and unwise. The implementation of the Proposed Rules will further increase the costs of running a public company. We expect that if the Proposed Rules are adopted, our compliance costs would increase significantly due to the need for additional legal, accounting, and consultant engagements. Moreover, the indirect costs associated with the Proposed Rules could be particularly detrimental to smaller public companies. Our board strives to focus on long term strategy, so we are well-positioned to weather the storm and to remain competitive for the future. The Proposed Rules, however, would provide additional distractions to management and the board at a time when our team particularly needs to focus on execution of its strategy rather than providing additional disclosure to investors that is not particularly enlightening.

The costs identified above will disproportionately impact smaller public companies. The continued increase in the costs associated with running a public company is a constant struggle and has a proportionately greater impact on the earnings of smaller companies. The current economic crisis was set off by actions and conditions at large enterprises posing systemic risk to the economy as a whole, primarily in the financial services sector. We do not believe there is any evidence indicating corporate governance issues at small cap companies contributed in a significant way to current economic conditions. Since the current economic crisis appears to be a primary premise for the SEC's Proposed Rules, their application should be limited to large accelerated filers or companies in the financial services industry. In that light, if the SEC adopted a final rule similar to the Proposed Rules, it should only apply to large accelerated filers or companies in the financial services industry. Alternatively, the Proposed Rules should be implemented on a pilot basis for large accelerated filers or companies in the financial services industry, and the impact reviewed in two years to determine whether the benefits outweigh the costs for smaller companies, or if other revisions should be made.

Moreover, our own experience indicates that the additional disclosure sought is of little interest to investors. We hold quarterly investor calls, periodic meetings with institutional investors, and frequently respond to investor inquiries. If these topics of information were of interest to our investors, one would expect that we would have received many questions about them. I have hosted 64 earnings conference calls over 16 years for our investors. I have held 32 rounds of investor meetings face to face. Never once has an investor, large or small ever, ever asked us for this information.

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Theragenics embraces the SEC's goal requiring public companies to provide meaningful disclosure to their investors. We believe, however, that the Proposed Rules are overly burdensome for small public companies and we do not believe the adoption of the Proposed Rules would shed significant light on compensation practices or risk management in a material or meaningful way. For these reasons, we urge the SEC to reconsider its proposal.

Sincerely,

M. Christine Jacobs

M. Christine Jacobs
Chairman and
Chief Executive Officer