

IEC ELECTRONICS CORP
Form DEF 14A
January 24, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)
SCHEDULE 14A INFORMATION

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

IEC Electronics Corp.
(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:
 - 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:

IEC ELECTRONICS CORP.
105 NORTON STREET
NEWARK, NEW YORK 14513
(315) 331-7742

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held On
March 13, 2019

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders (the “Annual Meeting”) of IEC Electronics Corp. The meeting will be held on Wednesday, March 13, 2019 at 9:00 a.m. (Eastern Time). The Annual Meeting will be conducted as a virtual meeting of stockholders by means of a live webcast. We believe that hosting a virtual meeting will enable greater stockholder attendance and participation from any location. You will be able to attend the Annual Meeting, vote your shares electronically, and submit your questions during the meeting via the internet by visiting www.virtualshareholdermeeting.com/IEC2019. You will not be able to attend the Annual Meeting in person.

The Annual Meeting is being held for the following purposes:

1. To elect six (6) directors to serve until the 2020 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
2. To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2019;
3. To approve, on an advisory basis, the compensation paid to our named executive officers (“say-on-pay”);
4. To vote, on an advisory basis, on the frequency (every year, two years or three years) of future advisory votes on the compensation of our named executive officers (“say-on-frequency”);
5. To consider and approve our 2019 Stock Incentive Plan; and
6. To transact such other business as may properly come before the meeting or any adjournment thereof.

The record date for the Annual Meeting is January 15, 2019. Only stockholders at the close of business on that date may vote at the Annual Meeting or any adjournment thereof.

Your vote is important. Whether or not you expect to participate in the Annual Meeting, we hope you will vote as soon as possible. You may vote by the internet or by telephone, or, if you received paper copies of the proxy materials by mail, by mailing a proxy card or voting instruction form. We encourage you to vote using the internet, as it is the most cost-effective way to vote. Even if you have voted by internet, telephone or proxy card, you may still vote electronically if you attend the virtual meeting.

We are following the Securities and Exchange Commission’s “e-proxy” rules that allow public companies to furnish proxy materials to stockholders over the internet. The “e-proxy” rules remove the requirement for public companies to automatically send stockholders a full, printed copy of proxy materials and allow them instead to deliver to their stockholders a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”) and to provide online access to the documents. The Notice of Internet Availability provides instructions on how to view our proxy materials for the Annual Meeting on the internet and vote, and request a printed copy of the proxy materials. These “e-proxy” rules allow us to provide you with the information you need, while lowering the cost of delivery and reducing

the environmental impact of our Annual Meeting.

Dated: January 24, 2019
Newark, New York

By Order of the Board of Directors
Jennifer M. Brown, Corporate Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
STOCKHOLDER MEETING TO BE HELD ON MARCH 13, 2019

Our proxy statement and Annual Report to Stockholders are also available online at www.proxyvote.com

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IEC Electronics Corp.
105 Norton Street
Newark, New York 14513
(315) 331-7742

Proxy Statement
For the 2019 Annual Meeting of Stockholders

QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

Why am I receiving these materials?

The board of directors of IEC Electronics Corp. (“IEC,” the “Company,” “we,” “our,” or “us”) is providing these proxy materials to you on the internet, or has delivered printed versions to you by mail, and is soliciting your proxy to vote at the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) and any adjournment or postponement thereof. The Annual Meeting will be held on Wednesday, March 13, 2019 at 9:00 a.m. (Eastern Time). The Annual Meeting will be conducted as a virtual meeting of stockholders by means of a live webcast. We believe that hosting a virtual meeting will enable greater stockholder attendance and participation from any location. You will be able to attend the Annual Meeting, vote your shares, and submit your questions during the meeting via the internet by visiting www.virtualshareholdermeeting.com/IEC2019. There will not be a physical meeting location and you will not be able to attend in person. We invite you to attend the Annual Meeting and request that you vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may vote by internet, telephone or by completing and mailing your proxy card.

We are making these proxy materials available to you on or about January 24, 2019.

What is included in these proxy materials?

These proxy materials include:

• Our Annual Report to Stockholders for the fiscal year ended September 30, 2018 (“Fiscal 2018”); and
• Notice of the 2019 Annual Meeting and proxy statement.

If you request and receive printed versions of the proxy materials by mail, these proxy materials also include a copy of the proxy card.

What am I voting on?

There are five matters scheduled for a vote:

• Proposal 1: the election of six (6) directors to serve until the 2020 Annual Meeting of Stockholders or until their successors are duly elected and qualified;

• Proposal 2: the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2019;

• Proposal 3: an advisory vote to approve the compensation paid to our named executive officers (“say-on-pay”);

• Proposal 4: an advisory vote to determine the frequency (every year, two years or three years) of future advisory votes on the compensation of our named executive officers (“say-on-frequency”); and

• Proposal 5: to consider and approve our 2019 Stock Incentive Plan.

Our board of directors recommends that you vote “FOR” each of proposals 1, 2, 3, and 5 and recommends that you vote “ONE YEAR” on Proposal 4.

Our board of directors does not intend to bring any other matters before the meeting and is not aware of anyone else who will submit any other matters to be voted on. However, if any other matters properly come before the meeting, the people appointed as proxies, or their substitutes, will be authorized to vote on those matters in their own judgment.

Who can vote at the Annual Meeting?

Only stockholders at the close of business on January 15, 2019, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. As of the record date, there were 10,379,715 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name. If on January 15, 2019, your shares of IEC common stock were registered directly in your name with our transfer agent, Computershare, then you are a stockholder of record.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank. If on January 15, 2019, your shares of IEC common stock were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. For instructions on how to vote your shares at the Annual Meeting, see “How do I vote?” below.

Can I attend the Annual Meeting in person?

We will be hosting the Annual Meeting only by means of a live webcast. You will not be able to attend the meeting in person. Please be assured that you will be afforded the same rights and opportunities to participate in the virtual meeting as you would at an in-person meeting. You will be able to listen to the Annual Meeting, submit questions and vote by going to www.virtualshareholdermeeting.com/IEC2019. If you wish to listen to the Annual Meeting, but do not wish to submit questions or vote during the Annual Meeting, you may go to www.virtualshareholdermeeting.com/IEC2019 and log in as a guest.

The Annual Meeting webcast will start at 9:00 a.m. (Eastern Time) on Wednesday, March 13, 2019. We encourage you to access the meeting website prior to the start time to allow time for check in. If you encounter any technical difficulties with the virtual meeting platform on the meeting day, please call (315) 332-4559 for our technical support.

How do I register to attend the Annual Meeting?

You do not need to register to attend the Annual Meeting webcast. Follow the instructions on your Notice of Internet Availability or proxy card (if you received a printed copy of the proxy materials) to access the Annual Meeting. See “Can I attend the Annual Meeting in person?” above.

How can I submit a question at the Annual Meeting?

If you wish to submit a question the day of the Annual Meeting you may log into the virtual meeting platform at www.virtualshareholdermeeting.com/IEC2019, type your question into the “Ask a Question” field, and click “Submit.”

Questions pertinent to meeting matters will be answered during the Annual Meeting, subject to time constraints. Questions regarding personal matters, including those related to employment, are not pertinent to Annual Meeting matters and therefore will not be answered.

Why did I receive a one-page notice in the mail regarding the internet availability of proxy materials instead of a full set of proxy materials?

We are following the Securities and Exchange Commission's (the "SEC") "e-proxy" rules that allow public companies to furnish proxy materials to stockholders over the internet. The "e-proxy" rules remove the requirement for public companies to automatically send stockholders a full, printed copy of proxy materials and allow them instead to deliver to their stockholders a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") and to provide online access to the documents. As a result, we mailed the Notice of Internet Availability to many of our stockholders on or about January 24, 2019.

The Notice of Internet Availability provides instructions on how to:

- View our proxy materials for the Annual Meeting on the internet and vote; and
- Request a printed copy of the proxy materials.

In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis. Choosing to receive your future proxy materials by e-mail will save us the cost of printing and mailing documents to you and will reduce the environmental impact of printed materials.

Where can I view the proxy materials on the internet?

We are making this proxy statement and voting instructions available to stockholders on or about January 24, 2019, at www.proxyvote.com. We are also making our 2018 Annual Report on Form 10-K available at the same time and by the same method. The 2018 Annual Report on Form 10-K is not a part of the proxy solicitation material and is not incorporated herein by reference.

How can I receive a printed copy of the proxy materials, including the annual report?

Stockholder of Record. You may request a printed copy of the proxy materials by any of the following methods:

☛ Telephone: call toll-free at 1-800-579-1639;

☛ Internet at www.proxyvote.com; or

E-mail at sendmaterial@proxyvote.com. If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow on the Notice of Internet Availability included in the subject line.

Beneficial Owner. You may request a printed copy of the proxy materials by following the instructions provided to you by your broker, bank or nominee.

How do I vote?

The procedures for voting are set forth below:

Stockholder of Record: Shares Registered in Your Name. If you are a stockholder of record, there are four ways to vote:

☛ By internet at www.proxyvote.com. We encourage you to vote this way.

☛ By touch tone telephone: call toll-free at 1-800-690-6903.

☛ By completing and mailing your proxy card.

At the Annual Meeting: instructions on how to vote during the Annual Meeting webcast are posted at www.virtualshareholdermeeting.com/IEC2019. Votes submitted during the Annual Meeting must be received no later than the closing of the polls at the Annual Meeting.

Whether or not you plan to attend the meeting, we urge you to vote to ensure your vote is counted. You may still attend the meeting and vote your shares if you have already voted by proxy.

Only the latest proxy you submit will be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank. If you hold your shares in “street name” as a beneficial owner of shares registered in the name of your broker, bank or nominee (“broker”), you must vote your shares in the manner prescribed by your broker. Your broker has enclosed or otherwise provided a voting instruction card for you to use in directing the broker how to vote your shares. Check the voting instruction card used by that organization to see if it offers internet or telephone voting.

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Instead of directing your broker how to vote your shares, you may elect to attend the Annual Meeting and vote your shares during the meeting. Instructions on how to vote during the Annual Meeting webcast are posted at www.virtualshareholdermeeting.com/IEC2019. Votes submitted during the Annual Meeting must be received no later than the closing of the polls at the Annual Meeting.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you owned as of January 15, 2019, the record date for the Annual Meeting.

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What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if at least a majority of the issued and outstanding shares entitled to vote are present at the meeting. Your shares are counted as present at the meeting if:

- You are present and vote at the meeting;
 - You have voted by internet or telephone;
 - You have properly submitted a proxy card; or
- If your shares are held in street name, your broker has voted based on your instructions or your broker has voted on a discretionary item.

Abstentions and broker non-votes on discretionary items will be counted towards the quorum requirement. If there is no quorum, a majority of the shares present at the meeting and entitled to vote may adjourn the meeting to another date.

How are votes counted?

You may either vote “FOR” or “WITHHOLD” authority to vote for our nominees for the board of directors in Proposal 1. You may vote “FOR,” “AGAINST” or “ABSTAIN” on Proposal 2 (ratification of the selection of our independent public accounting firm), Proposal 3 (advisory vote to approve the compensation paid to our named executive officers), and Proposal 5 (to consider and approve our 2019 Stock Incentive Plan). You may vote “ONE YEAR,” “TWO YEARS,” “THREE YEARS” or “ABSTAIN” on Proposal 4 (advisory vote to determine the frequency of future advisory votes on the compensation of our named executive officers).

If you abstain from voting or withhold authority to vote on one or more matters, your shares will be counted as present at the meeting for the purpose of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the required vote on the particular matter with respect to which you abstained from voting or withheld authority to vote.

If you hold your shares in street name and do not provide voting instructions to your broker, your broker may still be able to vote your shares with respect to certain “discretionary” (or routine) items, but will not be allowed to vote your shares with respect to certain “non-discretionary” items. In the case of non-discretionary items, for which no instructions are received, the shares will be treated as “broker non-votes.” Shares that constitute broker non-votes will be counted as present at the meeting for the purpose of determining a quorum. A broker will have discretionary authority to vote on Proposal 2 relating to the ratification of the selection of our independent accounting firm, but will not have discretionary authority to vote on any other matter. As a result, if you do not vote your street name shares, your broker has the authority to vote on your behalf with respect to Proposal 2 (the ratification of the selection of the accounting firm), but not with respect to Proposal 1 (the election of directors), Proposal 3 (advisory vote to approve the compensation paid to our named executive officers), Proposal 4 (advisory vote to determine the frequency of future advisory votes on the compensation of our named executive officers), and Proposal 5 (to consider and approve our 2019 Stock Incentive Plan). We encourage you to provide instructions to your broker to vote your shares on Proposals 1, 3, 4 and 5.

Who counts the votes?

Broadridge Financial Solutions has been appointed inspector of election by the Company and will tabulate votes at the Annual Meeting.

How many votes are needed to approve each proposal and what are the recommendations of our board of directors?

Proposal 1 – Election of directors: The outcome of this vote will be determined by a plurality of the votes cast at the Annual Meeting. This means that the six director nominees with the most affirmative votes will be elected. Withheld votes and broker non-votes will have no effect on the outcome of the election of directors. The board recommends a vote FOR election of all of the nominated directors.

Proposal 2 – Ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending September 30, 2019: Approval of Proposal 2 requires the affirmative vote of a majority of the shares present in person or by proxy at the meeting and entitled to vote thereon. Abstentions are counted and have the effect of a vote against this proposal, because abstentions are deemed to be present and entitled to vote but are not counted toward the affirmative vote required to approve such proposal. Since brokers have authority to vote on your behalf with respect to Proposal 2, there will be no broker non-votes for

this proposal. The board recommends a vote FOR ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2019.

Proposal 3 – Advisory vote to approve the compensation paid to our named executive officers: In this non-binding advisory vote, stockholders are asked to vote with respect to the current compensation practices and policies as they apply to our named executive officers, and as more fully described in this proxy statement. Approval of this proposal requires the affirmative vote of a majority of the shares present in person or by proxy at the meeting and entitled to vote thereon. The results of the vote will be taken under advisement by the board of directors in its future consideration and development of our compensation practices. Abstentions are counted and have the effect of a vote against this proposal. Broker non-votes are not counted and will not impact the outcome of the vote on this proposal. The board recommends a vote FOR approval of the compensation paid to our named executive officers.

Proposal 4 – Advisory vote to determine the frequency of future advisory votes on the compensation of our named executive officers: In this non-binding advisory vote, stockholders are asked to vote to set a one, two or three year interval between stockholder “say-on-pay” votes. The outcome of this vote will be determined by a plurality of the votes cast. This means that the frequency receiving the greatest number of votes will be deemed to have been selected by the stockholders. Abstentions and broker non-votes will have no effect on the outcome of this matter. The board recommends a vote of ONE YEAR for the frequency of future advisory votes on the compensation of our named executive officers.

Proposal 5 – To consider and approve our 2019 Stock Incentive Plan: Approval of Proposal 5 requires the affirmative vote of a majority of the shares present in person or by proxy at the meeting and entitled to vote thereon. Abstentions are counted and have the effect of a vote against this proposal. Broker non-votes are not counted and will not impact the outcome of the vote on Proposal 5. The board recommends a vote FOR approval of the 2019 Stock Incentive Plan.

What happens if I do not give specific voting instructions?

Stockholder of Record. If you are a stockholder of record and you:

Indicate when voting on the internet or by telephone that you wish to vote as recommended by our board; or

Sign and return a proxy card without giving specific voting instructions,

then the named proxies will vote your shares in the manner recommended by our board (i.e. FOR each of the director nominees named in Proposal 1, FOR Proposals 2, 3 and 5, and ONE YEAR for Proposal 4) and in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

Beneficial Owner. If you do not provide your broker with specific voting instructions, or if you do not obtain a legal proxy that gives you the right to vote the shares at the Annual Meeting, your shares will not be voted or counted with respect to Proposals 1, 3, 4 and 5 which are non-routine proposals. Your broker has discretionary authority to vote your uninstructed shares with respect to Proposal 2, which is a routine proposal.

Can I change my vote or revoke my proxy?

Yes. You can change your vote or revoke your proxy at any time before the closing of the polls at the meeting. If you are a stockholder of record, you may change your vote or revoke your proxy by:

Submitting a later-dated vote by internet or telephone (only your latest internet or telephone vote will be counted);
Submitting another properly completed, later-dated proxy card;

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Sending a written notice that you are revoking your proxy to: Corporate Secretary, IEC Electronics Corp., 105 Norton Street, Newark, New York 14513, which must be received no later than March 12, 2019; or
Participating in the Annual Meeting webcast and voting during the meeting. Attending the meeting without voting during the meeting will not, by itself, revoke a previously submitted proxy unless you specifically request your prior proxy be revoked.

If you hold your shares in street name, contact your broker or other organization regarding how to revoke your instructions and change your vote. You may change your vote by submitting a later-dated vote on the internet or by telephone or by participating in the Annual Meeting webcast and by submitting a later vote during the meeting.

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How can I find out the voting results of the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting.

What does it mean if I receive more than one Notice of Internet Availability or voting instruction card?

If you receive more than one Notice of Internet Availability or voting instruction card, your shares are registered in more than one name or are registered in different accounts. Please vote using each Notice of Internet Availability or voting instruction card to ensure that all of your shares are voted.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to the posting or mailing of the proxy materials, our directors, officers and employees also may solicit proxies in person, by telephone, by email or by other means of communication. We will not pay our directors, officers and employees any additional compensation for soliciting proxies. We have requested banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the shares they hold of record. We will reimburse these record holders for their reasonable out-of-pocket expenses in so doing.

When are stockholder proposals and director nominations due for next year's Annual Meeting?

At our Annual Meeting each year, our board of directors submits to stockholders its nominees for election as directors. In addition, the board of directors may submit other matters to the stockholders for action at the Annual Meeting.

Our stockholders may submit proposals for inclusion in the proxy materials. These proposals must satisfy the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). To be considered for inclusion in next year's proxy materials, you must submit your proposal in writing by September 26, 2019 to our Corporate Secretary, IEC Electronics Corp., 105 Norton Street, Newark, New York 14513.

In addition, our bylaws provide that a stockholder may present from the floor a proposal that is not included in the proxy statement if the stockholder delivers written notice to our Corporate Secretary not less than 90 days before the date of the meeting. The notice must set forth your name and address, a representation that you are a holder of record of our stock entitled to vote at the meeting and you intend to appear in person or by proxy at the meeting to make the proposal, a description of the business to be brought before the meeting, and such other information regarding the proposal as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the SEC. We have received no such notice for the 2019 Annual Meeting. Assuming a date of March 13, 2020 for our 2020 annual meeting of stockholders, written notice must be delivered to our Corporate Secretary at our principal office, 105 Norton Street, Newark, New York 14513, no later than December 14, 2019.

Our bylaws also provide that if a stockholder intends to nominate a candidate for election as a director at the Annual Meeting, the stockholder must deliver written notice of such intent to our Corporate Secretary. The notice must be delivered not less than 90 days before the date of a meeting of stockholders. The notice must set forth your name and address, the name and address of the person to be nominated, a representation that you are a holder of record of stock entitled to vote at the meeting, a representation that you intend to appear in person or by proxy at the meeting to nominate the person specified in the notice, a description of all arrangements or understandings between such stockholder and each nominee and any other person (naming such person) pursuant to which the nomination is to be made by such stockholder, the nominee's business address and experience during the past five years, any other

directorships held by the nominee, the nominee's involvement in certain legal proceedings during the past ten years and such other information concerning the nominee as would be required to be included in a proxy statement soliciting proxies for the election of the nominee. In addition, the notice must include the consent of the nominee to serve as a director if elected. Assuming a date of March 13, 2020 for our 2020 annual meeting of stockholders, written notice of a nomination must be delivered to our Corporate Secretary at our principal office, 105 Norton Street, Newark, New York 14513 no later than December 14, 2019.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The table below presents certain information as of January 15, 2019 about the persons known by us to be the record or beneficial owner of more than 5% of our common stock. Percentages are based on 10,379,715 shares issued and outstanding.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percent of Class
Vintage Capital Management, LLC, et al 4705 S. Apopka Vineland Road, Suite 210 Orlando, Florida 32819	1,016,694	(1) 9.80 %
Clayton Partners LLC 3160 College Avenue, Suite 203 Berkeley, CA 94705	650,263	(2) 6.26 %

This information as to the beneficial ownership of shares of our common stock is based on an amendment to Schedule 13D dated February 2, 2015 filed with the SEC by Vintage Capital Management, LLC (“Vintage Capital”), Kahn Capital Management, LLC (“Kahn Capital”), a member and majority owner of Vintage Capital, and Brian R. Kahn, manager of each of Vintage Capital and Kahn Capital, and subsequent Section 16 reports filed with the SEC (1) by Andrew M. Laurence, a partner of Vintage Capital, and Jeremy R. Nowak, a partner and Chief Operating Officer of Vintage Capital, that indicate that the 1,016,694 shares are held by Vintage Opportunity Partners LP, an affiliate of Vintage Capital. Vintage Capital, Kahn Capital and Brian R. Kahn each report shared voting and shared dispositive power with respect to all 1,016,694 shares. The amount indicated does not include shares directly held by Messrs. Laurence and Nowak.

This information as to the beneficial ownership of shares of our common stock is based on a Schedule 13G dated (2) August 24, 2018 filed with the SEC by Clayton Partners LLC (“Clayton Partners”), which indicated that Clayton Partners holds sole voting and dispositive power with respect to these shares.

SECURITY OWNERSHIP OF MANAGEMENT

The table below presents certain information as of January 15, 2019 about shares of our common stock held by (1) each of our directors; (2) each of our named executive officers; and (3) all of our directors and executive officers as a group: