

NAPCO SECURITY TECHNOLOGIES, INC  
Form DEF 14A  
October 28, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**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  
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Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-2

**NAPCO SECURITY TECHNOLOGIES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

**Payment of Filing Fee (Check the appropriate box):**

No fee required

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(4) Date Filed:

**NAPCO SECURITY TECHNOLOGIES, INC.**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be Held on December 10, 2014**

Dear Fellow Stockholder:

The Annual Meeting of the Stockholders of NAPCO Security Technologies, Inc., a Delaware corporation (the “Company”), will be held at the Company’s offices at 333 Bayview Avenue, Amityville, New York, on Wednesday, December 10, 2014, at 12:00 p.m., for the following purposes, as more fully described in the accompanying Proxy Statement:

1. Election of two directors to serve for a term of three years and until their successors are elected and qualified;
2. Ratification of the selection of Baker Tilly Virchow Krause, LLP as the Company’s independent registered public accountants for fiscal 2015; and
3. Transaction of such other business as may properly come before the Meeting or any adjournments thereof.

Only stockholders of record at the close of business on October 30, 2014 are entitled to notice and to vote at the Annual Meeting or any adjournment thereof.

By order of the Board of Directors,

Richard L. Soloway, Secretary

October 30, 2014

**Important Notice Regarding the Availability of Proxy Materials  
for the Stockholder Meeting To be Held on December 10, 2014**

Copies of this proxy statement, form of proxy card and our 2014 annual report are available at [www.napcosecurity.com/2014annualmeeting.pdf](http://www.napcosecurity.com/2014annualmeeting.pdf). The Board recommends a vote FOR the nominated slate of directors (see page 4); and FOR the ratification of Baker Tilly Virchow Krause, LLP as the independent registered public accountants for fiscal 2015.

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING WHETHER OR NOT YOU ARE PERSONALLY ABLE TO ATTEND. YOU ARE URGED TO COMPLETE, SIGN AND MAIL THE ENCLOSED PROXY CARD AS SOON AS POSSIBLE.

**NAPCO SECURITY TECHNOLOGIES, INC.**

333 Bayview Avenue

Amityville, New York 11701

**PROXY STATEMENT**

**FOR ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON DECEMBER 10, 2014**

**INFORMATION CONCERNING THE SOLICITATION**

This Proxy Statement is furnished to the holders of Common Stock, \$.01 par value per share (“Common Stock”), of NAPCO Security Technologies, Inc. (the “Company”) in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for the Annual Meeting following Fiscal Year 2014, to be held on December 10, 2014, and at any adjournment thereof (the “Meeting”), pursuant to the accompanying Notice of Annual Meeting of Stockholders. Proxies in the enclosed form, if properly executed and returned in time, will be voted at the Meeting. Any stockholder giving a proxy may revoke it prior to its exercise by attending the Meeting and reclaiming the proxy, by executing a later dated proxy or by submitting a written notice of revocation to the Secretary of the Company at the Company’s office or at the Meeting. Stockholders attending the Meeting may vote their shares in person. This Proxy Statement and the form of proxy will first be mailed to the stockholders on or about November 3, 2014. A copy of the 2014 Annual Report of the Company, including financial statements, is being mailed herewith.

Only stockholders of record at the close of business on October 30, 2014 (the “Record Date”) are entitled to notice of and to vote at the Meeting. The outstanding voting securities of the Company on the Record Date consisted of 19,226,322 shares of Common Stock.

On all matters requiring a vote by holders of the Common Stock, each share of Common Stock entitles the holder of record to one vote. At the Meeting, the holders of record of Common Stock will vote on Item 1, the election of two directors; Item 2, the ratification of the selection of Baker Tilly Virchow Krause, LLP as the independent registered public accountants; and Item 3, the transaction of any other business as may properly come before the Meeting and requires a vote of the stockholders.

The presence, in person or by proxy, of the holders of a majority of the outstanding shares of Common Stock authorized to vote will constitute a quorum for the transaction of business at the Meeting.

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The affirmative vote of a plurality of the votes cast at the Annual Meeting is required for the election of directors. A properly executed proxy marked "WITHHOLD" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum. Item 2 must be approved by a majority of votes cast on the matter by the holders of the shares present at this meeting and entitled to vote on such matter. A properly executed proxy marked "ABSTAIN" with respect to the ratification of the independent registered public accountants will not be voted, although it will be counted for purposes of determining whether there is a quorum. Abstentions will have no effect on the vote for Item 2.

If you do not specify on your proxy card how you want to vote your shares, we will vote them "FOR" the election of all nominees for director as set forth under "Election of Nominees for Directors" below and "FOR" the ratification of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accountants for 2015.

If you are a beneficial owner of shares and your bank or brokerage firm does not receive instructions from you about how your shares are to be voted, one of two things can happen, depending on the type of proposal. Under stock exchange rules, brokers have discretionary power to vote your shares with respect to "routine" matters, but they do not have discretionary power to vote your shares on "non-routine" matters. Uninstructed brokers have discretionary voting power as to ratification of Baker Tilly Virchow Krause, LLP as our independent registered public accountants (Item 2), which is considered a routine matter. Uninstructed brokers do not have discretionary voting power as to election of the two nominees for director (Item 1). A bank or brokerage firm may not vote your shares with respect to the non-routine matters if you have not provided instructions. This is called a "broker non-vote."

**THEREFORE, THE COMPANY URGES YOU TO SIGN, DATE**

**AND RETURN THE ENCLOSED PROXY CARD.**



**Item 1: Election of Directors**

The Board of Directors is divided into three classes. At the upcoming Annual Meeting, one class will stand for election for the term ending at the Annual Meeting of Stockholders following Fiscal Year 2017. The terms of the other two classes of continuing directors expire at the Annual Meetings of Stockholders after fiscal year end 2015 and 2016, respectively.

Unless otherwise specified, shares represented by the enclosed proxy will be voted for the election of Andrew J. Wilder and Arnold Blumenthal, currently directors, who have been recommended for nomination by the Nominating Committee of the Board of Directors and nominated by the Board of Directors for reelection as a director to serve until the Annual Meeting of Stockholders in 2017 and until his successor is elected and qualified.

Each of Messrs. Wilder and Blumenthal has consented to serve if reelected. In the event that any nominee becomes unable or unwilling to serve as a director, discretionary authority may be exercised by the proxies to vote for the election of an alternate nominee of the Board of Directors.

The names of, and certain information concerning, the nominees and the continuing directors are set forth below. Also set forth below is a description of the experience, qualifications, attributes or skills that caused the Nominating Committee and Board of Directors to determine that the person should serve as one of our directors.

Name and Age	Principal Occupation	Director Since
Nominees for election to serve until Annual Meeting of Stockholders following Fiscal Year 2017:		
Andrew J. Wilder (63)	Officer of Israeloff, Trattner & Co., independent certified public accountants.	1995
Arnold Blumenthal (87)	Group Publisher Emeritus, Security Dealer and Locksmith Ledger magazines, Publisher Security Line and Editor of Metropolitan Burglar/Fire Alarm	2001

Association (“MBFAA”).

Directors to serve until Annual Meeting of Stockholders following Fiscal Year 2015:

Paul Stephen Beeber (70)	Licensed Attorney in New York State.	2004
Randy B. Blaustein (62)	Principal of R.B. Blaustein & Co.	1985
Donna A. Soloway (66)	Columnist for SDM (Security Distribution and Marketing) magazine; member of the Board of Directors of the Alliance of the Guardian Angels; member of the Board of Directors of Lifeline. Ms. Soloway is the wife of Richard L. Soloway, the Chairman and President of the Company.	2001

Directors to serve until Annual Meeting of Stockholders following Fiscal Year 2016:

Richard L. Soloway (68)	Chairman of the Board of Directors, President and Secretary of the Company.	1972
Kevin S. Buchel (61)	Senior Vice President of Operations and Finance and Treasurer of the Company.	1998

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”**

**THE ELECTION OF MESSRS. WILDER AND BLUMENTHAL**

**Nominees**

Mr. Wilder has been an officer of Israeloff, Trattner & Co., independent certified public accountants, since 1990.

The Company believes Mr. Wilder’s qualifications to serve as a director include extensive experience in finance and financial reporting and his corporate governance experience. Our Board of Directors has determined that Mr. Wilder is an audit committee financial expert.

Mr. Blumenthal has been Group Publisher Emeritus, Security Dealer and Locksmith Ledger magazines, Publisher Security Line and Editor of MBFAA since 2004, V.P. of Government Security News from 2004 through 2007 and Group Publisher of Security Group of Cygnus Publishing from 1999 through 2003.

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The Company believes Mr. Blumenthal brings significant experience and knowledge of the security industry, specifically in the area of sales management, strategic planning and business development acquired during his career in the security business.

### **Continuing Directors**

Mr. Beeber has been a Licensed Attorney in New York State since 1970, focusing on elder law, estate planning and real estate.

The Company believes Mr. Beeber provides practical and legal guidance, insight and perspective with regard to the operations and strategies of the Company and has a deep understanding of the Company as well as its customer and supplier agreements.

Mr. Blaustein has been a Principal in the accounting firm of R.B. Blaustein & Co. since December 2000 and was a Partner in the accounting firm of Blaustein, Greenberg & Co. from July 1991 to November 2000. He has been an attorney since October 1980, specializing in general business and tax matters, and author of six books and numerous articles.

The Company believes Mr. Blaustein brings significant tax and financial expertise, including insight into complex tax issues acquired over his thirty-three year legal career.

Ms. Soloway has been a columnist for several security industry publications since 1992 including Security Dealer and Security Distribution and Marketing (SDM). She also has served on the Board of Directors for the Security Industry Association (SIA) and several of its committees including the Show Planning Committee, the Awards Committee and the SAINTS Committee (Safety, Awareness and Independent through Security). She is currently a board member of Lifeline as well as the Alliance of the Guarding Angels.

The Company believes Ms. Soloway brings significant experience and knowledge of the security industry, specifically in the areas of customer relations, marketing and sales management.

Mr. Buchel has been Senior Vice President of Operations and Finance since April 1995 and Treasurer since May 1998.

The Company believes Mr. Buchel's qualifications to serve as a director include his understanding of the Company and its operations derived from nineteen years as our Senior Vice President of Operations and Finance and sixteen years as Treasurer.

Mr. Soloway has been the Company's Chairman of the Board of Directors since October 1981, President since 1998, and Secretary since 1975.

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The Company believes Mr. Soloway's qualifications to serve as a director include his over forty years' experience in the security industry and his broad knowledge and understanding of the Company and its operations derived from his thirty-two year service as its Chairman and sixteen year service as its President.

### **Other Directorships**

During the past five years, none of the directors or nominees has been a director of any company (other than the Company) which is subject to the reporting requirements of the Securities Exchange Act of 1934 or which is a registered investment company under the Investment Company Act of 1940, except that Mr. Wilder was a director of YTB International, Inc.

## **CORPORATE GOVERNANCE AND BOARD MATTERS**

### **Independence of Directors**

The Board currently consists of seven directors, four of whom the Board has affirmatively determined have no relationship with the Company or its subsidiaries which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and are independent as defined by the applicable NASDAQ Listing Standards. The four independent directors are Paul Stephen Beeber, Randy B. Blaustein, Arnold Blumenthal and Andrew J. Wilder.

### **Board Leadership Structure**

The Board does not have a policy as to whether or not the roles of Chief Executive Officer and Chairman of the Board should be separate. The Board believes that it should be free to make a choice on the leadership structure of the Board from time to time in any manner that is in the best interests of the Company and its stockholders. Currently, and since 1998, Mr. Soloway has served as the Chairman of the Board, CEO and President.

The Board of Directors has not elected a Lead Independent Director. Mr. Wilder, an Independent Director and Chair of the Audit Committee, leads the executive sessions of the Independent Directors.

## **Board Oversight of Risk**

The Company faces a variety of risks including strategic and operational risks, financial and liquidity risks, compliance risks and financial reporting risks. The Board exercises its oversight of the Company's risks through regular reports to the Board from the Chief Executive Officer, and other members of management on areas of material risk, actions and strategies to mitigate those risks and the effectiveness of those actions and strategies.

In addition, the Board oversees risk through oversight by the Audit Committee. The Audit Committee discusses with management the Company's policies with respect to risk assessment and risk management, including the Company's financial risk exposures and the steps management has taken to monitor and control its risks.



## **Board Structure and Committee Composition**

The Board maintains three standing committees: Audit, Compensation, and Nominating. Each Committee is composed entirely of independent directors as defined in the applicable NASDAQ Listing Standards.

During fiscal 2014, the Board held four meetings. Each director attended at least 75% of all Board meetings and meetings of committees of which such director was a member.

Directors are expected to attend the Company's annual meetings of stockholders. All directors attended the last annual meeting of stockholders on December 10, 2013.

NAPCO maintains an "Investors" section on its website, [www.napcosecurity.com](http://www.napcosecurity.com), setting forth the Company's committee charters for the Audit, Compensation and Nominating Committees.

### ***Audit Committee***

The Audit Committee has been established in accordance with Section 3(a)(58)A of the Securities Exchange Act of 1934 as amended. The Audit Committee is responsible for retaining, evaluating and, if appropriate, recommending the termination of the Company's independent auditors. The Audit Committee assists the Board in oversight of (1) the integrity of the Company's financial statements, (2) the Company's independent auditor's qualifications and independence, and (3) the performance of the Company's internal audit function and independent auditors. In addition, the Committee renders its report for inclusion in the Company's annual proxy statement.

The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties. The Audit Committee held five meetings in fiscal year 2014. The current members of the Audit Committee are Andrew J. Wilder (Chairman), Paul Stephen Beeber and Arnold Blumenthal, each of whom meets the NASDAQ Listing Standards for the independence of audit committee members. The Board has determined that Andrew Wilder is an audit committee financial expert.

The report of the Audit Committee is included in this proxy statement on page 12.



### *Compensation Committee*

The Compensation Committee assists the Board in discharging its responsibilities relating to compensation of the Company's executive officers. The Compensation Committee determines the compensation of the Company's Chief Executive Officer and the other named executive officers. In addition, the Committee determines individuals to be granted options under the 2012 Employee Stock Option Plan, the number of options awarded and the term of the options and interprets provisions of such plan. The current members of the Compensation Committee are Randy B. Blaustein (Chairman), Andrew J. Wilder, and Arnold Blumenthal.

The Compensation Committee held four meetings in fiscal year 2014.

The Committee's process includes executive sessions where the Committee meets without the presence of the Chief Executive Officer. Neither the Committee nor the Company has engaged a compensation consultant.

### *Nominating Committee*

The Nominating Committee reviews and makes recommendation to the Board regarding potential candidates for nomination as director.

The Nominating Committee held one meeting in fiscal year 2014. The current members of the Nominating Committee are Arnold Blumenthal (Chairman), Andrew J. Wilder and Randy B. Blaustein.

### **Director Nomination Process**

In connection with the director selection and nomination process, the Nominating Committee reviews the composition of the Board as a whole and considers the experience, mix of skills and other qualities necessary to assure appropriate Board composition, taking into account the current Board members and specific needs of the Company and the Board. The Nominating Committee considers the requirement that at least a majority of the Board members be independent as required by applicable laws and regulations and also considers any specific expertise necessary for members of Board committees.

The Nominating Committee has adopted a process as follows. It will consider candidates for director nominees proposed by directors, the Chief Executive Officer and stockholders. Potential candidates will be screened and interviewed by the Nominating Committee. All members of the Board may interview the final candidates. The same identifying and evaluating procedures will apply to all candidates for director nomination, including candidates submitted by stockholders.

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The Company's general criteria for the nomination of director candidates, include the following:

- the candidates' personal and professional ethics, integrity and values,
- mature judgment,
- management, accounting or finance, industry and technical knowledge,
- demonstrated skills in his/her area of present or past professional or business responsibility,
- an ability to work effectively with others,
- sufficient time to devote to the affairs of the Company and
- freedom from conflicts of interest.

The Nominating Committee and the Board seek to identify nominees for election to the Board who, taken together, create a Board with the collective knowledge and experience, derived from the skills and experience of its individual members in a variety of areas that are important to the Company, including industry knowledge and experience, executive management, finance and strategic planning. The information as to each director set forth above on pages 5-7 includes a description of the experience, qualification, attributes or skills that were considered by the Nominating Committee and Board to determine that the individual nominee should serve as a director of the Company.

The Nominating Committee has not adopted a formal policy with regard to the consideration of diversity in identifying director nominees.

### **Stockholder Nominees**

The Nominating Committee will consider nominations submitted by stockholders. Any stockholder nominations proposed for consideration by the Nominating Committee should include the nominee's name and qualifications for Board membership and should be addressed to:

Chair - Nominating Committee

NAPCO Security Technologies, Inc.

333 Bayview Ave.

Amityville, NY 11701

Attention: Secretary

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### **Communications with the Board**

You can contact any Director by writing to such Director:

c/o NAPCO Security Technologies, Inc.

333 Bayview Ave.

Amityville, NY 11701

Attention: Secretary

The Secretary will promptly forward any communication unaltered to the Director.

### **Policy With Respect to Related Person Transactions**

It is the Company's policy, set forth in writing, not to permit any transaction in which the Company is a party and in which executive officers or directors, their immediate family members, or 5% shareholders have or will have a direct or indirect interest unless approved by the Audit Committee of the Board of Directors, other than

1. transactions available to all employees;
2. transactions involving compensation or business expense reimbursement approved by the Compensation Committee or by disinterested members of the Board of Directors; or
3. transactions involving less than \$120,000 when aggregated with all similar transactions.

Any issues as to the application of this policy shall be resolved by the Audit Committee of the Board of Directors. A copy of our Statement of Policy with Respect to Related Person Transactions is available at the Company's website, [www.napcosecurity.com](http://www.napcosecurity.com), under the "Investors" caption.





## AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors hereby reports as follows:

1. The Audit Committee has reviewed and discussed the Company's audited financial statements with the Company's management and representatives of Baker Tilly Virchow Krause, LLP ("Baker Tilly");

2. The Audit Committee has discussed with Baker Tilly the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T; and

3. The Audit Committee has received from Baker Tilly the written disclosures and letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants' communication with the Audit Committee concerning independence, and has discussed with Baker Tilly, Baker Tilly's independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's annual report on Form 10-K for the fiscal year ended June 30, 2014 filed with the Securities and Exchange Commission.

### **The Audit Committee:**

Andrew J. Wilder, Chairman  
Paul Stephen Beeber  
Arnold Blumenthal

**COMPENSATION OF DIRECTORS**

The total fiscal year 2014 compensation of non-employee Directors is shown in the following table.

**Director Compensation**

Name	Fees Earned	Option	All Other	Total
	or Paid in	Awards	Compensation	
	Cash	(\$) <sup>(2)</sup>	(\$)	(\$)
	(\$) <sup>(1)</sup>			
Paul Stephen Beeber	\$ 24,000	\$ 3,200	-	\$27,200
Randy B. Blaustein <sup>(3)</sup>	24,000	3,200	\$ 6,000	32,200
Arnold Blumenthal	24,000	3,200	-	27,200
Donna A. Soloway	20,000	3,200	-	23,200
Andrew J. Wilder	28,000	3,200	-	31,200

Each director who is not an employee, other than Mr. Blaustein, receives \$5,000 for each Board of Directors meeting attended. Mr. Blaustein receives \$6,000 for each Board of Directors meeting which compensates him for (1) his services as a director as well as for his service as Chair of the Compensation Committee. Mr. Wilder, as Chairman of the Audit Committee, receives \$2,000 for each Audit Committee meeting attended and each of Messrs. Beeber and Blumenthal receives \$1,000 for each Audit Committee meeting attended.

Amounts reflect the share-based compensation expense recognized by the Company in the year ended June 30, 2014, in accordance with Statement of Financial Accounting Standards No. 123R. Assumptions used in the (2) calculation of these amounts are included in footnote 7 to the Notes to Consolidated Financial Statements contained in the Company's Form 10-K for the year ended June 30, 2014.

(3)

During the fiscal year ended June 30, 2014, the Company retained Mr. Blaustein as special counsel for certain general business and tax related matters. Fees for such services were \$6,000.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Based solely on a review of the Forms 3, 4 and 5 furnished to the Company with respect to the most recent fiscal year and written representations of the reporting person (as defined below), no person, who at any time during such fiscal year, was an officer, director, beneficial owner of more than ten (10%) percent of any class of equity securities of the Company or any other person subject to Section 16 of the Securities Exchange Act of 1934 (“reporting person”), failed to file on a timely basis one or more reports during such fiscal year except as follows: each of Paul Stephen Beeber and Arnold Blumenthal, Directors, filed one late Form 4 reporting the award of options to purchase 5,000 shares of Common Stock of the Company; Jorge Hevia, Senior Vice President of Corporate Sales and Marketing, filed one late Form 4 reporting the award of options to purchase 5,000 shares of Common Stock of the Company; and Michael Carrieri, Senior Vice President of Engineering, filed one late Form 4 reporting the exercise of options to purchase 27,000 shares of Common Stock of the Company and the exchange of 9,000 shares of Common Stock in connection with the exercise of such options.

**INFORMATION CONCERNING EXECUTIVE OFFICERS**

Each executive officer of the Company holds office until the annual meeting of the Board of Directors and his successor is elected and qualified, or until his earlier death, resignation, or removal by the Board. The Company has adopted a Code of Ethics for directors and employees, including its executive officers. There are no family relationships between any director or officer of the Company, except Richard L. Soloway and Donna A. Soloway, his wife. The following table sets forth as of the date hereof the names and ages of all executive officers of the Company, all positions and offices with the Company held by them, and the period during which they have served in these positions.

Name and Age	Position and Office with the Company, Term of Office and Five-Year Employment History
Richard L. Soloway  (68)	Chairman of the Board of Directors since October 1981; President since 1998; and Secretary since 1975.
Kevin S. Buchel  (61)	Senior Vice President of Operations and Finance since April 1995; Treasurer since May 1998.
Jorge Hevia  (56)	Senior Vice President of Corporate Sales and Marketing since May 1999; Vice President of Corporate Sales and Marketing from October 1998 to May 1999.
Michael Carrieri  (56)	Senior Vice President of Engineering Development since May 2000; Vice President of Engineering Development from September 1999 to May 2000.

**EXECUTIVE COMPENSATION**

The Summary Compensation Table below sets forth compensation information for our Chief Executive Officer, our Chief Financial Officer and an additional two of our most highly compensated executive officers during fiscal years 2014 and 2013 of the Company.

**Summary Compensation Table**

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Option	All Other Compensation (\$)	Total (\$)
				Awards <sup>(1)</sup> (\$)		
Richard L. Soloway, <sup>(2)</sup> Chairman of the Board of Directors, President and Secretary	2014	\$619,936	\$80,500	\$ 6,440	\$ 88,216	\$795,092
	2013	599,531	70,000	-	79,470	749,001
Kevin S. Buchel, <sup>(3)</sup> Senior Vice President of Operations and Finance and Treasurer	2014	275,309	28,750	3,300	11,907	319,266
	2013	266,247	25,000	-	10,297	301,544
Jorge Hevia, <sup>(3)</sup> Senior Vice President of Corporate Sales and Marketing	2014	296,906	23,000	3,300	13,708	336,914
	2013	287,132	20,000	-	11,453	318,585
Michael Carrieri, <sup>(3)</sup> Senior Vice President of Engineering Development	2014	268,569	17,250	3,300	9,131	298,250
	2013	256,731	15,000	-	7,671	279,402

Amounts reflect the share-based compensation expense recognized by the Company in the fiscal years ended June 30, 2014 and June 30, 2013, in accordance with Statement of Financial Accounting Standards No. 123R.

<sup>(1)</sup> Assumptions used in the calculation of these amounts are included in footnote 7 to the Notes to Consolidated Financial Statements contained in the Company's Form 10-K for the year ended June 30, 2014.

- All other compensation for Mr. Soloway for fiscal 2014 included payment of health and life insurance premiums of
- (2) \$24,278 and automobile expenses of \$58,575. All other compensation for Mr. Soloway for fiscal 2013 includes payment of health and life insurance premiums of \$26,445 and automobile expenses of \$50,160.
  - (3) All other compensation for Messrs. Buchel and Hevia includes payment of life insurance premiums and automobile expenses and for Mr. Carrieri, includes payment of health insurance premiums.

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At the 2013 Annual Meeting, stockholders of the Company voted to conduct future advisory votes on executive compensation pursuant to The Dodd-Frank Wall Street Reform and Consumer Protection Act and Section 14A of the Securities Exchange Act of 1934 every three years. Stockholders will have an opportunity to next vote to approve on a non-binding advisory basis the compensation of the Company's named executive officers at the 2016 Annual Meeting of Stockholders.

### Outstanding Equity Awards at Fiscal Year-End

#### Option Awards

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date
Richard L. Soloway	56,250	-	5.227	03/15/15
	37,500	-	11.160	03/24/16
	25,000	-	6.620	10/26/16
	25,000	-	5.890	10/09/17
	4,000	6,000	(1) 5.368	09/09/23
Kevin S. Buchel	22,500	-	5.733	11/21/15
	5,000	-	6.020	10/26/16
	5,000	-	5.350	10/09/17
	2,000	3,000	(2) 4.880	09/09/23
Michael Carrieri	22,500	-	5.733	11/21/15
	5,000	-	6.020	10/26/16
	5,000	-	5.350	10/09/17
	2,000	3,000	(2) 4.880	09/09/23
Jorge Hevia	22,500	-	5.733	11/21/15
	5,000	-	6.020	10/26/16
	5,000	-	5.350	10/09/17
	2,000	3,000	(2) 4.880	09/09/23

(1) Options as to 2,000 shares vest on September 9 in each of 2015, 2016 and 2017.

(2) Options as to 1,000 shares vest on September 9 in each of 2015, 2016 and 2017.





### **Employment Agreements and Potential Payments Upon Termination or Change in Control**

The Company has an employment agreement with each of Richard L. Soloway and Jorge Hevia. The agreement with Mr. Soloway, entered into on June 26, 2003, is for a five year period, and then year to year unless notice of termination is given at least six months prior to the end of the then applicable term. The Agreement provides for a minimum annual salary to be adjusted for inflation and discretionary annual incentive compensation. Mr. Soloway's agreement contains non-compete restrictions during his employment and for one year after termination for any reason. The agreement also provides for termination payments to Mr. Soloway upon death, disability, termination by the Company other than for Cause, as defined, termination by Mr. Soloway for Good Reason, as defined, and termination by Mr. Soloway in the event of a change in control. In the event of death, the termination payment equals one year's salary payable over one year plus a bonus calculated on a pro rata basis through the end of the fiscal quarter immediately preceding death. In the event of disability, the Company must pay Mr. Soloway an amount equal to 60% of his annual salary through the term of the agreement plus his bonus on a pro rata basis through the end of the fiscal quarter preceding the sixth month of his disability. In the event the Company terminates Mr. Soloway other than for Cause or if Mr. Soloway terminates for Good Reason, the Company must pay Mr. Soloway, in a lump sum, an amount equal to three times his annual salary plus the bonus paid to him for the year prior to his termination. If during the term there should be a change in control, then Mr. Soloway is entitled to terminate his employment, and the Company is required to pay him, an amount equal to 299% of the average of the prior five calendar years' total compensation, subject to certain limitations. The Company's option plans provide for the accelerated vesting of unvested options upon a change in control.

Had Mr. Soloway's employment terminated on June 30, 2014 after a change in control, the Company would have been required to pay him \$1,772,656 pursuant to his employment agreement. Under such agreement, had Mr. Soloway's employment terminated on June 30, 2014 on account of (i) death, (ii) disability or (iii) by the Company other than for Cause, or by Mr. Soloway for Good Reason, the Company would have been required to pay him \$619,936, \$371,962 and \$1,929,808, respectively.

Mr. Hevia's agreement, as amended, terminates in October 2016 and provides for an annual salary of \$296,905 and for a bonus arrangement for fiscal 2015 based upon increases in net sales. Mr. Hevia's agreement, as amended, provides for payment equal to nine months of salary and six months of health insurance in the event of a non-voluntary termination of employment without cause or upon a change in control of the Company. Had either of such events occurred on June 30, 2014, the Company would have been required to pay him \$243,559.

In addition, the Company has a severance agreement with Kevin S. Buchel providing for payments equal to nine months of salary and six months of health insurance in the event of a non-voluntary termination of employment without cause. Had Mr. Buchel's employment been terminated on June 30, 2014 non-voluntarily without cause, the Company would have been required to pay him \$206,482, pursuant to such severance agreement.



Each of the severance agreements with Mr. Hevia and Mr. Buchel contains non-compete restrictions for three years after the employee's termination of employment.

### **Certain Transactions**

On September 17, 2013 the Company repurchased 50,000 shares of its Common Stock from its Chief Executive Officer, Richard L. Soloway. The purchase price was \$5.70 per share, the previous business day's closing price on NASDAQ, for an aggregate purchase price of \$285,000. The repurchase was to provide Mr. Soloway with the funds for the tax liability associated with the exercise of 135,000 options granted to him under the Company's 2002 Employee Stock Option Plan. The repurchase by the Company was approved by the Board of Directors of the Company, including all of the independent directors

**BENEFICIAL OWNERSHIP OF COMMON STOCK**

The following table, together with the accompanying footnotes, sets forth information as of October 30, 2014, regarding the beneficial ownership (as defined by the Securities and Exchange Commission) of Common Stock of the Company of (a) each person known by the Company to own more than five percent of the Company's outstanding Common Stock, (b) each director of the Company (c) each executive officer named in the Summary Compensation Table, and (d) all executive officers and directors of the Company as a group.

Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	Percent of Common Stock <sup>(2)</sup>	
Richard L. Soloway c/o the Company 333 Bayview Avenue Amityville, NY 11701 Alexander Capital Advisors LLC	6,357,408	32.8	%
111 Elm Street  New Canaan, CT 06840 <sup>(3)</sup>	2,157,398	11.2	
Kevin S. Buchel	328,376	1.7	
Jorge Hevia	228,692	1.2	
Michael Carrieri	152,000	*	
Randy B. Blaustein	108,150	*	
Andrew J. Wilder	98,520	*	
Donna A. Soloway	31,560	*	
Paul Stephen Beeber	3,200	*	
Arnold Blumenthal	6,975	*	
All executive officers and directors as a group (9 in number) <sup>(4)</sup>	7,314,881	37.5	

\*

Less than 1%

This number includes the number of shares that a person has a right to acquire within sixty (60) days (Soloway – (1) 149,750, Buchel – 38,500, Hevia – 38,500, Carrieri – 38,500, Wilder – 2,400, Blaustein – 2,400, D. Soloway – 2,400, Beeber – 2,400, and Blumenthal – 2,400).

(2)

Percentages for each person or the group are computed on the basis of 19,226,322 shares of Common Stock outstanding on October 30, 2014, plus the number of shares that such person or group has the right to acquire within sixty (60) days. Except as otherwise noted, persons named in the table and footnotes have sole voting and investment power with respect to all shares of Common Stock reported as beneficially owned by them.

<sup>(3)</sup> Based on information set forth in Form 13G/A filed with the Securities and Exchange Commission reporting beneficial ownership as of December 31, 2013. According to the filing, Alexander Capital Advisors LLC has sole power to vote or direct the vote of 944,500 shares and the sole power to dispose or direct the disposition of 2,157,398 shares.

<sup>(4)</sup> This number of shares includes (i) 7,037,631 shares as to which officers and directors have sole voting and investment power, and (ii) 277,250 shares that officers and directors have the right to acquire within sixty (60) days.

**Item 2. Proposal to Ratify the Selection of Independent Registered Public Accountants**

Baker Tilly served as the Company's independent registered public accountants since fiscal 2013. Subject to ratification by our stockholders at the Annual Meeting, it has been selected to serve as our independent registered public accountants for fiscal 2015. Baker Tilly's predecessor, Holtz Rubenstein Reminick LLP ("HRR"), has audited our financial statement since fiscal 2009. A representative of Baker Tilly will be present at the annual meeting, with an opportunity to make a statement if he or she desires to do so, and will be available to respond to appropriate questions.

If the selection of Baker Tilly is not ratified, or if before the next Annual Meeting of Stockholders it declines to act or otherwise becomes incapable of acting, or if its engagement is otherwise discontinued by the Audit Committee, the Audit Committee will appoint other independent registered accountants whose engagement for any period after the next Annual Meeting will be subject to stockholder approval at that meeting.

**Change in Certifying Accountant**

On June 3, 2013, the Company was informed by its independent registered public accounting firm, HRR, that it has combined its practice (the "Merger") with Baker Tilly effective as of June 1, 2013. As a result of the Merger, HRR effectively resigned as the Company's independent registered public accounting firm and Baker Tilly, as the successor to HRR following the Merger, became the Company's independent registered public accounting firm. The engagement of Baker Tilly was approved by the Audit Committee of the Company's Board of Directors on June 3, 2013.

The principal accountant's reports of HRR on the financial statements of the Company as of and for the years ended June 30, 2012 and June 30, 2011 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended June 30, 2012 and June 30, 2011 and through the effective date of the Merger, there were no disagreements with HRR on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which if not resolved to HRR's satisfaction would have caused HRR to make reference thereto in connection with its reports on the financial statements for such years. During the years ended June 30, 2012 and June 30, 2011 and through June 1, 2013, there were no reportable events of the types described in Item 304(a)(1)(v) of Regulation S-K.

**Principal Accountant Fees**

The fees billed for professional services for fiscal year 2014 and 2013 by Baker Tilly for professional services were as follows:

	Fiscal Year 2014	Fiscal Year 2013
Audit Fees <sup>(1)</sup>	\$ 187,500	\$ 179,400
Audit Related Fees	-	-
Tax Fees	-	-
All Other Fees <sup>(2)</sup>	15,000	14,200

(1) Includes audit of financial statements, SAS 100 reviews and consultations for 2014 and 2013, respectively.

(2) Includes services related to the audit of the Company's employee benefit plan for the plan years ended December 31, 2014 and 2013, respectively.

The Audit Committee has considered whether the provision of the services described above under the headings "All Other Fees" is compatible with maintaining the auditor's independence and determined that it is. In fiscal years 2014 and 2013, 100% of "All Other Fees" were approved by the Audit Committee.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors**

The Audit Committee specifically pre-approves all audit and permissible non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval may be provided for up to one year. Each pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent auditors and management are required to periodically report to the Audit Committee regarding the services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date.

## **SUBMISSION OF FUTURE STOCKHOLDER PROPOSALS AND NOMINATION OF DIRECTORS**

From time to time stockholders present proposals that may be proper subjects for inclusion in the Proxy Statement and for consideration at an annual meeting. Stockholders who intend to present proposals at the 2015 Annual Meeting, and who wish to have such proposals included in the Company's Proxy Statement for the 2015 Annual Meeting, must be certain that such proposals are received by the Company's Secretary at the Company's executive offices, 333 Bayview Avenue, Amityville, New York 11701, not later than July 2, 2015. Such proposals must meet the requirements set forth in the rules and regulations of the Securities and Exchange Commission in order to be eligible for inclusion in the Proxy Statement. Stockholders who intend to present a proposal at the 2015 Annual Meeting but who do not wish to have such proposal included in the Company's Proxy Statement for such meeting must be certain that notice of such proposal is received by the Company's Secretary at the Company's executive offices not later than September 15, 2015.

Pursuant to the Company's by-laws, any nominations for director by a stockholder must be delivered or mailed to and received by the principal executive offices of the Company not less than sixty (60) days prior to the date of meeting.

## **EXPENSES OF SOLICITATION**

The Company will bear all costs in connection with the solicitation by the Board of Directors of proxies of the Meeting. The Company intends to request brokerage houses, custodial nominees and others who hold stock in their names to solicit proxies from the persons who beneficially own such stock. The Company will reimburse brokerage houses, custodial nominees and others for their out-of-pocket expenses and reasonable clerical expenses. It is estimated that these expenses will be nominal. In addition, officers and employees of the Company may solicit proxies personally or by telephone, telegram or letter; they will receive no extra compensation for such solicitation.

Dated: October 30, 2014

By Order of The Board of Directors

Richard L. Soloway, Secretary

**Upon the written request of any stockholder of the Company, the Company will provide to such stockholder a copy of the Company's Annual Report on form 10-K for 2014, including the financial statements and the schedules thereto, filed with the Securities and Exchange Commission. Any such request should be directed to Secretary, NAPCO Security Technologies, Inc., 333 Bayview Avenue, Amityville, New York 11701. There will**



**be no charge for such report unless one or more exhibits thereto are requested, in which case the Company's reasonable expenses of furnishing such exhibits may be charged.**

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**All stockholders are urged to fill in, sign and mail the enclosed proxy promptly whether or not you expect to attend the meeting. If you are mailing your Proxy, kindly do so sufficiently in advance of the meeting date so that it will be received in time to be counted at the meeting.**

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**PROXY FOR ANNUAL MEETING OF STOCKHOLDERS**

**OF**

**NAPCO SECURITY TECHNOLOGIES, INC.**

333 Bayview Avenue

Amityville, New York 11701

**PROXY**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Richard L. Soloway and Kevin S. Buchel, or either of them, each with full power of substitution, proxies of the undersigned to vote all shares of common stock of NAPCO Security Technologies, Inc. (the "Company") which the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Company to be held on Wednesday, December 10, 2014 at 12:00 p.m. at the offices of the Company at 333 Bayview Avenue, Amityville, New York, and all adjournments thereof, as fully and with the same force and effect as the undersigned might or could do if personally present thereat.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS INDICATED, IT WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS. THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE NOMINEES LISTED IN ITEM 1 ON THE REVERSE SIDE AND A VOTE FOR THE APPROVAL OF ITEM 2.**

Continued, and to be marked, dated and signed on the reverse side.

Please mail this proxy in the enclosed envelope as promptly as possible.

**FOLD AND DETACH HERE AND READ THE REVERSE SIDE**

**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:** The Notice and Proxy Statement, form of Proxy Card and 2014 Annual Report are available at

[www.napcosecurity.com/2014annualmeeting.pdf](http://www.napcosecurity.com/2014annualmeeting.pdf)

**PROXY FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS**

**OF**

**NAPCO SECURITY TECHNOLOGIES, INC.**

**333 Bayview Avenue**

**Amityville, New York 11701**

Please mark  
your vote like this

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEM 1 AND ITEM 2.**

**1. ELECTION OF TWO DIRECTORS:**

Andrew J. Wilder  
FOR  WITHHOLD

Arnold Blumenthal  
FOR  WITHHOLD

**2. RATIFICATION OF BAKER TILLY VIRCHOW KRAUSE, LLP  
AS THE COMPANY'S 2015 INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS:**

FOR  AGAINST  ABSTAIN

**3. In accordance with their best judgment with respect to any other business that may properly come before the  
Annual Meeting.**

**COMPANY ID:**

**PROXY NUMBER:**

**ACCOUNT NUMBER:**

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_, 2014

Please sign as name(s) appear(s) hereon. Proxies should be dated when signed. While signing as attorney, executor, administrator, trustee or guardian, the full title of such should be given. Only authorized officers should sign for a corporation. If shares are registered in more than one name, each joint owner should sign.

**FOLD AND DETACH HERE AND READ THE REVERSE SIDE**