

Brogdon Christopher F  
Form SC 13D/A  
April 04, 2012

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

SCHEDULE 13D/A  
(Amendment No. 16)

Under the Securities Exchange Act of 1934

AdCare Health Systems, Inc.

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(Name of Issuer)

Common Stock, no par value

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(Title of Class of Securities)

00650W300

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(CUSIP Number)

Christopher F. Brogdon  
Connie B. Brogdon  
2 Buckhead Plaza  
3050 Peachtree Road, Suite 570  
Atlanta, GA 30305  
(404) 386-9607

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 28, 2012

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the that section of

the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Page 2 of 6 Pages

CUSIP No. 00650W300

1. NAMES OF REPORTING PERSONS

Christopher F. Brogdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF, OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)   
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

NUMBER OF 0

SHARES 8. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,676,765

EACH 9. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10. SHARED DISPOSITIVE POWER

1,676,765

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,676,765

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE   
INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.1%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



Page 3 of 6 Pages

CUSIP No. 00650W300

1. NAMES OF REPORTING PERSONS

Connie B. Brogdon

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF, OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)   
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

- |              |                              |
|--------------|------------------------------|
| NUMBER OF    | 0                            |
| SHARES       | 8. SHARED VOTING POWER       |
| BENEFICIALLY |                              |
| OWNED BY     | 1,676,765                    |
| EACH         | 9. SOLE DISPOSITIVE POWER    |
| REPORTING    |                              |
| PERSON       | 0                            |
| WITH         | 10. SHARED DISPOSITIVE POWER |

1,676,765

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,676,765

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE   
INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.1%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



Page 4 of 6 Pages

Explanatory Note:

This Amendment No. 16 to Schedule 13D (this "Amendment") amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by the Reporting Persons with the Securities and Exchange Commission on April 16, 2008 (the "Initial Statement"), as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14, and Amendment No. 15 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on May 8, 2008, June 4, 2008, July 15, 2008, August 21, 2008, March 24, 2009, June 18, 2009, July 10, 2009, August 4, 2009, September 15, 2009, November 19, 2009, December 31, 2009, February 18, 2010, July 19, 2010, November 30, 2010 and October 11, 2011, respectively (together, the "Previously Filed Amendments"). This Amendment is being made to disclose changes in beneficial ownership by the Reporting Persons of Common Stock and options to purchase Common Stock that were not previously reported on the Initial Statement or the Previously Filed Amendments. Capitalized terms used in this Amendment but not otherwise defined herein have the meanings ascribed to such terms in the Initial Statement. Except as otherwise set forth herein, this Amendment does not modify any of the information previously reported by the Reporting Persons in the Initial Statement or the Previously Filed Amendments.

Item 3. Source and Amount of Funds or Other Consideration.

The acquisition of 59,336 shares of Common Stock and options to purchase 300,000 shares of Common Stock reported in this Amendment was funded using an aggregate cash amount of \$37,890. With respect to the shares of Common Stock referred to in this Item 3, 40,729 were issued to Ms. Brogdon and 8,607 were issued to Mr. Brogdon on October 14, 2011 as a result of a 5% stock dividend declared by the Issuer on August 31, 2011. With respect to the options to purchase 300,000 shares of Common Stock referred to in this Item 3, options to purchase 150,000 shares of Common Stock were awarded by the Issuer's Board of Directors to Mr. Brogdon under the Issuer's 2011 Stock Option Plan on each of November 18, 2011 and February 15, 2012 in connection with Mr. Brogdon's service to the Issuer.

Item 5. Interest in Securities of the Issuer.

(a)-(b). As of the date of this Amendment, the Reporting Persons held 1,676,765 shares of Common Stock, warrants to purchase 330,750 shares of Common Stock and options to purchase 300,000 shares of Common Stock, which represents approximately 13.1% of the outstanding Common Stock as of March 14, 2012. The calculation of this percentage is based on 12,202,042 shares of Common Stock outstanding as of March 14, 2012, as disclosed by the Issuer in its Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 19, 2012.

Each of the Reporting Persons may be deemed to beneficially own an aggregate of 1,646,015 shares of Common Stock, comprised of (i) 180,758 shares of Common Stock held of record by Mr. Brogdon; (ii) 110,250 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of presently exercisable warrants held by Mr. Brogdon at an exercise price of \$2.72 per share; (iii) 110,250 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of presently exercisable warrants held by Mr. Brogdon at an exercise price of \$3.63 per share; (iv) 110,250 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of presently exercisable warrants held by Mr. Brogdon at an exercise price of \$4.53 per share; (v) 100,000 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of an option, exercisable on or after September 24,

2012 and prior to November 18, 2021, held by Mr. Brogdon at an exercise price of \$6.00 per share; (vi) 50,000 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of an option, exercisable on or after September 24, 2013 and prior to November 18, 2021, held by Mr. Brogdon at an exercise price of \$7.00 per share; (vii) 50,000 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of an option, exercisable on or after September 24, 2013 and prior to February 15, 2022, held by Mr. Brogdon at an exercise price of \$7.00 per share; (viii) 100,000 shares of Common Stock that may be acquired by Mr. Brogdon upon the exercise of an option, exercisable on or after September 24, 2014 and prior to February 15, 2022, held by Mr. Brogdon at an exercise price of \$8.00 per share; and (ix) 865,257 shares of Common Stock held of record by Ms. Brogdon. The warrants referred to in subsections (ii), (iii) and (iv) of this paragraph were issued to Mr. Brogdon in connection with his being appointed a director of the Issuer in September 2009 and were subject to anti-dilution and therefore were adjusted on each of September 30, 2010 and September 30, 2011 for a 5% stock dividend. Prior to such adjustment, the warrants were exercisable for 100,000 shares of Common Stock each at exercise prices of \$3.00 per share, \$4.00 per share and \$5.00 per share, respectively. The options referred to in subsections (v), (vi), (vii) and (viii) were awarded to Mr. Brogdon by the Issuer's Board of Directors under the Issuer's 2011 Stock Option Plan in connection with his service to the Issuer.

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The Cover Pages of this Amendment are incorporated herein by reference.

(c)(1). The following table sets forth all acquisition transactions by the Reporting Persons with respect to the Common Stock that were not previously reported in the Initial Statement or the Previously Filed Amendments.

Trade Date	Number of Shares or Options Purchased	Purchase Price Per Share or Option	How Purchase Effected	Reporting Person
10/14/2011 *	40,729	\$0.000	*	Ms. Brogdon
10/14/2011 *	8,607	\$0.000	*	Mr. Brogdon
11/18/2011 **	100,000	\$0.000	**	Mr. Brogdon
11/18/2011 ***	50,000	\$0.000	***	Mr. Brogdon
02/15/2012 ±	50,000	\$0.000	±	Mr. Brogdon
02/15/2012 ¥	100,000	\$0.000	¥	Mr. Brogdon
03/28/2012	5,000	\$3.790	Open Market	Ms. Brogdon
03/29/2012	3,000	\$3.780	Open Market	Ms. Brogdon
03/30/2012	2,000	\$3.800	Open Market	Ms. Brogdon

\* Represents Common Stock issued as a result of a 5% stock dividend declared by the Issuer on August 31, 2011.

\*\* Represents option awarded by Issuer's Board of Directors under Issuer's 2011 Stock Option Plan, which option is exercisable on or after September 24, 2012, expires on November 18, 2021 and has an exercise price of \$6.00 per share.

\*\*\* Represents option awarded by Issuer's Board of Directors under Issuer's 2011 Stock Option Plan, which option is exercisable on or after September 24, 2013, expires on November 18, 2021 and has an exercise price of \$7.00 per share.

± Represents option awarded by Issuer's Board of Directors under Issuer's 2011 Stock Option Plan, which option is exercisable on or after September 24, 2013, expires on February 15, 2022 and has an exercise price of \$7.00 per share.

¥ Represents option awarded by Issuer's Board of Directors under Issuer's 2011 Stock Option Plan, which option is exercisable on or after September 24, 2014, expires on February 15, 2022 and has an exercise price of \$8.00 per share.

(d). Not applicable.

(e). Not applicable.



SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 4, 2012  
(Date)

/s/ Christopher F.  
Brogdon  
(Signature)

Christopher F.  
Brogdon

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 4, 2012  
(Date)

/s/ Connie B. Brogdon  
(Signature)

Connie B. Brogdon

D-COLOR: #ffffff" valign="bottom" nowrap="nowrap">  
1,330,320

Andrew J. Newmark (4)

-

-

-

-

63,360

63,360

Andrew J. Hoffman

226,058

67,817

17,370

8,840

-

320,085

Tracey S. Chernay

183,000

-

18,819

13,260

-

215,079

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The following assumptions were used to calculate these payments:

Benefits were valued using the same assumptions that the Company uses for our financial reporting under (1) generally accepted accounting principles, with the exception that the Company's cost of medical premiums is included here.

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## Edgar Filing: Brogdon Christopher F - Form SC 13D/A

Accelerated stock options were valued using the spread between the exercise price of the applicable award and the (2) closing price of \$6.60 per share of our common stock on December 30, 2016, which was the last trading day of the year.

Accelerated deferred stock units, RSUs and PSAs were valued using the closing price of \$6.60 per share of our (3) common stock on December 30, 2016, which was the last trading day of the year.

(4) Mr. Newmark is not party to any agreement that would entitle him to any severance payments or benefits.

### Non-Competition Provisions That Apply to a Termination Event or Change in Control Event

Pursuant to Mr. Shuldman's Employment Agreement, upon the occurrence of a Termination Event while he is receiving severance payments under the agreement, Mr. Shuldman agrees that for two years, or in the case of a Change in Control Event, for three years, that he will not directly or indirectly engage in any business or activity that is competitive with the Company in a geography where the Company is selling its products. Further, Mr. Shuldman agrees not to attempt to recruit any employees of the Company or encourage them to leave the Company and agrees not to encourage any of the Company's customers to direct their business elsewhere. The other NEOs have the same provisions in their Severance Agreements, except that they apply for six months upon the occurrence of a Termination Event or one year upon the occurrence of a Change in Control Event and they are not contingent upon the payment of the benefits described in each agreement by the Company to the NEO.

### DIRECTOR COMPENSATION FOR FISCAL YEAR 2016

Name	Fees Earned Or Paid in		Stock	Total (\$)
	Cash (\$)	Options(1)(\$)	Awards (2)(\$)	
John M. Dillon	\$40,000	\$ 18,300	\$15,720	\$74,020
Thomas R. Schwarz	40,000	18,300	15,720	74,020
Graham Y. Tanaka	40,000	18,300	15,720	74,020

On February 25, 2016, Mr. Dillon, Mr. Schwarz and Mr. Tanaka were each awarded 7,500 stock options granted under the Company's 2014 Equity Incentive Plan. The amounts shown represent the grant date fair value of stock options granted in 2016 calculated in accordance with Compensation – Stock Compensation Topic of the FASB ASC, but excluding the effect of estimated forfeitures. For information on the valuation assumptions with respect to these awards, refer to note 11 of the Company's financial statements in the Form 10-K for the year ended (1) December 31, 2016, as filed with the SEC. As of December 31, 2016, Mr. Dillon held 30,625 fully vested stock options at exercise prices ranging from \$6.54 to \$11.65 as well as 16,875 unvested stock options at exercise prices ranging from \$6.54 to \$10.06; Mr. Schwarz held 63,125 fully vested stock options at exercise prices ranging from \$4.84 to \$11.71 as well as 16,875 unvested stock options at exercise prices ranging from \$6.54 to \$10.06; Mr. Tanaka held 63,125 fully vested stock options at exercise prices ranging from \$4.84 to \$11.71 as well as 16,875 unvested stock options at exercise prices ranging from \$6.54 to \$10.06; and Mr. Shuldman held no stock option grants other than those shown in the "Outstanding Equity Awards at 2016 Fiscal Year-End" table above.

On April 28, 2016, Mr. Dillon, Mr. Schwarz and Mr. Tanaka were each awarded 2,000 RSUs granted under the Company's 2014 Equity Incentive Plan, all of which were unvested as of December 31, 2016. The RSUs vest at (2) the rate of 25% per year beginning on the first anniversary of the date of grant. The amounts shown represent the grant date fair value of the RSUs granted in 2016 calculated in accordance with Compensation – Stock Compensation Topic of the FASB ASC, but excluding the effect of estimated forfeitures.

For 2016, each non-employee director of the Company received a retainer of \$10,000, for each fiscal quarter served as director as compensation for services rendered. Directors are also reimbursed for reasonable expenses incurred in attending meetings. The Company does not separately compensate directors for service on any committee of the Board.

In 2015, the Compensation Committee engaged Compensation Advisory Partners, an independent compensation consultant, to assist the Compensation Committee in assessing the competitiveness of the Board of Director's total compensation program with the goal of implementing compensation changes based on Compensation Advisory Partner's advice and/or recommendations, if any in 2016. Based on the review conducted by Compensation Advisory Partners, the Compensation Committee made a revision to the equity component of the Board of Directors' compensation in order to better align the Board with the Company's stockholders and long-term performance growth, as well as the compensation of directors of other similar sized public companies. Starting in 2017, each non-employee director will receive total equity compensation of \$35,000 awarded through restricted stock units that will convert to common stock on a one-to-one basis and vest 25% per year over four years. The basis of valuation for the \$35,000 is based on the share price on the day of grant. In 2016, each non-employee director received a grant of 7,500 stock options and 2,000 restricted stock units, pursuant to the terms of the Company's 2014 Equity Incentive Plan. The stock awards vest at the rate of 25% per year beginning on the first anniversary of the date of grant.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

John M. Dillon, Thomas R. Schwarz and Graham Y. Tanaka were members of the Compensation Committee during fiscal year 2016. No member has served as an officer or employee of the Company at any time. None of the Company's executive officers serve as a member of the compensation committee of any other company that has an executive officer serving as a member of the Company's Board. None of the Company's executive officers serve as a member of the board of directors of any other company that has an executive officer serving as a member of the Board's Compensation Committee.

## STOCKHOLDER PROPOSALS FOR 2018 ANNUAL MEETING

Stockholder proposals submitted pursuant to Exchange Act Rule 14a-8 for inclusion in next year's proxy materials must be received by the Secretary of the Company on or before December 12, 2017. Proposals should be addressed to TransAct Technologies Incorporated, One Hamden Center, 2319 Whitney Avenue, Suite 3B, Hamden, CT 06518, Attention: Secretary. Stockholders who wish to make a proposal at the 2018 Annual Meeting without regard to whether it will be included in the Company's proxy materials should notify the Company no later than March 13, 2018. If a stockholder who wishes to present a proposal fails to notify the Company by the due date, the proxies that the Company solicits for the meeting will accord them discretionary authority to vote on the stockholder's proposal if it is properly brought before the meeting.

## PROCEDURES FOR SUBMITTING DIRECTOR NOMINATIONS AND RECOMMENDATIONS

Stockholders may nominate candidates for election to the Board if the proper nomination procedures specified in the Company's By-Laws are followed. All nominations by stockholders must be delivered to or mailed and received at the principal executive offices of the Company not less than 30 nor more than 60 days prior to the meeting at which election of directors will take place; however, if less than 40 days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, nominations will be timely if received not later than 10 days after notice was given or public disclosure was made. A stockholder's notice must set forth in writing (i) for each person proposed to be nominated, all information relating to each such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act, including such person's written consent to be named in the proxy and to serving as a director, and (ii) for the stockholder giving notice, the (x) name and address of such stockholder as they appear on the Company's books, and (y) the class and number of shares of the Company beneficially owned by such stockholder.

## STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS POLICY

Any stockholder or interested party wishing to communicate directly with members of the Board should do so in writing. All correspondence addressed to the Board as a whole, to its independent directors, to any of its Committees or Committee Chairs, or to individual Board members should be mailed to the following address:

Board of Directors/Independent Directors/Committee/Director  
c/o Secretary  
TransAct Technologies Incorporated  
One Hamden Center  
2319 Whitney Avenue, Suite 3B  
Hamden, CT 06518

• You are welcome to communicate anonymously or confidentially.

• All correspondence addressed to an individual director or Committee Chair, and marked "Confidential", will be collected in the office of the Secretary and forwarded unopened to the individual director.

Other correspondence will be opened by the Secretary, reviewed, copied and directed as follows:

- o Concerns regarding the Company's accounting, internal accounting controls or auditing matters will be referred to the members of the Audit Committee.
- o Nominations or recommendations of candidates for election to the Board will be referred to members of the Nominating Committee.
- o Other correspondence will be copied by the Secretary and forwarded to all of the members of the Board (or its independent directors, if so addressed) unless the stockholder directs otherwise.

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The 2016 Annual Report and Notice & Proxy Statement are available at [www.proxyvote.com](http://www.proxyvote.com).

TRANSACT TECHNOLOGIES INCORPORATED

Annual Meeting of Stockholders

May 22, 2017 at 10:00 AM

This Proxy is solicited by the Board of Directors

The undersigned stockholder of TransAct Technologies Incorporated (the "Company") does hereby nominate, constitute and appoint Bart C. Shuldman and Steven A. DeMartino, or either of them, with full power to act alone, my true and lawful attorney with full power of substitution, for me and in my name, place and stead to vote all of the shares of Common Stock of the Company standing in my name on its books on March 24, 2017, at the Annual Meeting of its stockholders to be held at the Company's executive offices located at One Hamden Center, 2319 Whitney Avenue, Suite 3B, Hamden, CT 06518 on May 22, 2017 at 10:00 a.m., or at any adjournment thereof, with all powers the undersigned would possess if personally present as follows:

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. FOR PROPOSAL 1, THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF ALL OF THE NOMINEES AS DIRECTORS. FOR PROPOSAL 2, THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. FOR PROPOSAL 3, THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. FOR PROPOSAL 4, THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2014 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES THAT ARE AVAILABLE FOR ISSUANCE. THE PROXY IS AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

PLEASE SIGN, DATE AND MAIL YOUR PROXY CARD BACK IN THE ENVELOPE PROVIDED AS SOON AS POSSIBLE.

Address change/comments:

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

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VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 21, 2017. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

Electronic Delivery of Future PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

TRANSACT  
TECHNOLOGIES  
INCORPORATED  
ONE HAMDEN  
CENTER  
2319 WHITNEY  
AVENUE, SUITE 3B  
HAMDEN, CT 06518

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:  
KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR all of the nominees:

1. ELECTION OF DIRECTORS  
Nominees

01 Thomas R. Schwarz  
02 Bart C. Shuldman

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.

For Against Abstain

RATIFICATION OF THE SELECTION OF  
PRICEWATERHOUSECOOPERS LLP AS  
INDEPENDENT REGISTERED PUBLIC

2. ACCOUNTING FIRM FOR 2017.

APPROVAL, ON AN ADVISORY BASIS,  
3. OF THE COMPENSATION OF OUR  
NAMED EXECUTIVE OFFICERS.

4.  
APPROVAL OF AN AMENDMENT TO  
THE 2014 EQUITY INCENTIVE PLAN TO  
INCREASE THE NUMBER OF SHARES  
THAT ARE AVAILABLE FOR ISSUANCE.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

For address change/comments, mark here.  
(see reverse side for instructions)

Yes No

Please indicate if you plan to attend this meeting

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date