

AROTECH CORP
Form DEFA14A
March 27, 2017

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

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 under Rule 14a-12

AROTECH CORPORATION

(Exact Name of Registrant as Specified in Charter)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(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:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 8, 2017.

AROTECH CORPORATION Meeting Information

Meeting
Type: Annual Meeting

For
holders March 16, 2017
as of:

May
Date: 8, Time: 8:00 a.m., local time
2017

Location: BETCO Park Tower Loft
Suite 3
100 Park Boulevard
San Diego, California 92101

For directions to the Annual Meeting
of Stockholders, please call (619)
795-5000

You are receiving this communication
because you hold shares in the
company named above.

AROTECH CORPORATION
INVESTOR RELATIONS
1229 OAK VALLEY DRIVE
ANN ARBOR, MI 48108

This is not a ballot. You cannot use
this notice to vote these shares. This
communication presents only an
overview of the more complete proxy
materials that are available to you on
the Internet. You may view the proxy
materials online at
www.proxyvote.com or easily request
a paper copy (see reverse side).

We encourage you to access and
review all of the important information
contained in the proxy materials
before voting.

See the reverse side of this notice to
obtain proxy materials and voting
instructions.


— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT 2016 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow  XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.


How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: www.proxyvote.com

2) BY TELEPHONE: 1-888-579-1639

3) BY E-MAIL*: 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  XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 24, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow  XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting

Items

The Board of Directors

Recommends a vote FOR
each of Proposals 1, 2 and

3

1. To reduce the size of the Board of Directors to five; and to elect one Class II director for a three-year term ending in 2020 and continuing until his successor is duly elected and qualified:

NOMINEE:

01) Lawrence
F. Hagenbuch
(Class II)

2. To consider and act upon a proposal to ratify the appointment of BDO USA, LLP as our independent auditors for the fiscal year ending December 31, 2017.

3. To consider and act upon a proposal to approve and adopt the 2017 Non-Employee

Director Equity
Compensation
Plan.

These items of business are more fully described in the proxy statement. The record date for the annual meeting is March 16, 2017. Only stockholders of record at the close of business on that date may vote at the meeting or any postponements or adjournments thereof.

VOTE BY INTERNET - 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 the day before the cut-off date or meeting date. 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 STOCKHOLDER COMMUNICATIONS

If you would like to reduce the costs incurred by Arotech Corporation 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 stockholder communications electronically in future years.

AROTECH
CORPORATION
INVESTOR
RELATIONS
1229 OAK
VALLEY DRIVE
ANN ARBOR, MI
48108

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 then 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 Arotech Corporation, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E24485-Z69858

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED

AROTECH
CORPORATION

For All Except 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.

To reduce the size of the Board of Directors to five; and to elect one Class II director
1. for a three-year term ending in 2020 and continuing until his successor is duly elected and qualified:

NOMINEE:

Lawrence F.
01) Hagenbuch (Class II)

- For Against Abstain
2. To consider and act upon a proposal to ratify the appointment of BDO USA, LLP as our independent auditors for the fiscal year ending December 31, 2017
3. To consider and act upon a proposal to approve and adopt the 2017 Non-Employee Director Equity Compensation Plan.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Mark here if you plan to attend the meeting.

Yes No

PLEASE SIGN, DATE AND RETURN
THIS PROXY FORM PROMPTLY USING
THE ENCLOSED ENVELOPE.

Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and 2016 Annual Report are available at www.proxyvote.com.

ON BEHALF OF THE BOARD OF DIRECTORS OF
TION
NG OF STOCKHOLDERS TO BE HELD MAY 8, 2017

I have received the Notice of the Annual Meeting of Stockholders and the Proxy Statement on behalf of the Board of Directors of Arotech Corporation. I have appointed point(s) Yaakov Har-Oz and Thomas J. Paup, and each of them, proxies of the undersigned (with full power of substitution) to attend the Annual Meeting on Monday, May 8, 2017 at 8:00 a.m. local time at PETCO Park Tower Loft, Suite 3, 100 Park Boulevard, San Diego, California 92101, and there to vote all shares of common stock of the Company that the undersigned would be entitled to vote, if personally present at the Meeting, and there to vote all shares of common stock of the Company that the undersigned would be entitled to vote, if personally present at the Meeting, and without limiting the general authorization hereby given, the undersigned directs that his or her vote be cast as follows:
The undersigned, if personally executed, will be voted in the manner specified herein. If no specification is made, the proxies intend to vote FOR the nominee and in accordance with the recommendations described in the Board of Directors' Proxy Statement. If the nominee is not available to serve, this Proxy may be voted for a substitute. The undersigned reserves the right to revoke this Proxy with respect to matters not known or determined at the time of solicitation of this Proxy. The undersigned hereby revokes any other proxy previously given for the same stock for said Meeting.

If you wish to vote in accordance with the recommendations of the Board of Directors, just sign on the reverse side. You need not mark this Proxy Form in any other way. **AND RETURN THIS PROXY FORM PROMPTLY USING THE ENCLOSED ENVELOPE.**

Comments: _____

(If you make any Changes/Comments above, please mark corresponding box on the reverse side.)

(If you make any Changes/Comments above, please mark corresponding box on the reverse side.)