

CPS TECHNOLOGIES CORP/DE/
Form DEF 14A
March 20, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

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 under §240.14a-12

CPS TECHNOLOGIES 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):

☒ x

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:

CPS TECHNOLOGIES CORP.

Notice of Annual Meeting of Stockholders

To Be Held April 27, 2018

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the 2018 Annual Meeting of Stockholders (the “Meeting”) of CPS Technologies Corp., a Delaware corporation (the “Company”), will be held at Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109, at 10:00 a.m. (local time) on Friday, April 27, 2018, to:

1. Elect four directors to serve on the Board of Directors until the next annual meeting of stockholders and until their successors are elected and qualified;
2. Hold a stockholder advisory vote on the compensation of the Company’s named executive officers as disclosed in the proxy statement for the Meeting; and
3. Consider and act upon such other business and matters as may properly come before the Meeting or any adjournments thereof.

Only stockholders of record of the Company at the close of business on March 9, 2018 are entitled to notice of and to vote at the Meeting or any adjournments thereof.

All stockholders are cordially invited to attend the Meeting. Whether or not you expect to attend the Meeting, please complete, sign, date and return the enclosed proxy card in the envelope provided at your earliest convenience. If you return your proxy, you may nevertheless attend the Meeting and vote your shares in person.

A copy of the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2017, which contains financial statements and other information of interest to stockholders, accompanies this Notice and the attached Proxy Statement.

By Order of the Board of Directors,

Susan E. April, Secretary

Norton, Massachusetts

March 20, 2018

It is important that your shares be represented at the Meeting. Whether or not you plan to attend the Meeting, please promptly complete, sign, date and mail the enclosed proxy card in the envelope provided, which requires no postage if mailed in the United States.

Important Notice Regarding the Availability of Proxy Materials

for the Annual Shareholder Meeting to be Held on April 27, 2018

This Proxy Statement and related materials are available at the Company's website at www.alsic.com/sec-filings under "Proxy Materials".

This Proxy Statement relates to the Company's 2018 Annual Meeting of Stockholders to be held on April 27, 2018 at 10:00 a.m. (local time) at the offices of Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109. The matters to be voted upon at such meeting are:

- (1) the election of four directors to serve on the Board of Directors until the next annual meeting of stockholders and until their successors are elected and qualified; and
- (2) a stockholder advisory vote on the compensation of the Company's named executive officers as disclosed in the proxy statement for the meeting.

Stockholders will also consider and act upon such other business and matters as may properly come before such meeting or any adjournments thereof.

Only stockholders of record at the close of business on March 9, 2018 are entitled to notice of and to vote at the meeting and any adjournments thereof.

Materials that will be available electronically at the website identified above include:

- the Proxy Statement for the meeting, which includes the Notice of Annual Meeting of Stockholders;
- the form of proxy card; and
- the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2017.

If you wish to attend the meeting in person and need directions, please contact Investor Relations at (508) 222-0614. Instructions on how to complete, sign, date and return the proxy card are provided on the card.

CPS TECHNOLOGIES CORP.

111 South Worcester Street

Norton, MA 02766

PROXY STATEMENT

for the

2018 Annual Meeting of Stockholders

April 27, 2018

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of CPS Technologies Corp., a Delaware corporation (“CPS” or the “Company”), for use at the Company’s 2018 Annual Meeting of Stockholders and any adjournments thereof (the “Meeting”), to be held at Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109, at 10:00 a.m. (local time) on Friday, April 27, 2018.

It is expected that the Notice of Meeting, this Proxy Statement and the accompanying proxy card, and the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2017 containing financial statements and other information of interest to stockholders, will be mailed to stockholders on or about March 20, 2018.

Record Date and Outstanding Shares

Only record holders of shares of the common stock, par value \$0.01 per share, of the Company (the “Common Stock”) as of the close of business on March 9, 2018 (the “Record Date”) are entitled to notice of and to vote at the Meeting.

As of the Record Date, there were 13,203,436 shares of the Company’s Common Stock outstanding and entitled to vote. The shares of Common Stock are the only voting securities of the Company. Stockholders are entitled to cast one vote for each share of Common Stock held of record.

Proxies

If a stockholder desires to have the Company include in its proxy materials and form of proxy any proposal, it must provide notice to the Company no less than 120 days prior to the anniversary of the date of notice given to stockholders for the prior year's annual meeting of stockholders. Such notice must also comply with applicable law.

THE ELECTION OF THE NOMINEES.

