HUDSON TECHNOLOGIES INC /NY
Form DEF 14A
April 23, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the registrant x
Filed by a party other than the registrant o
Check the appropriate box:

o Preliminary proxy statement
o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
x Definitive proxy statement
o Definitive additional materials
o Soliciting material under Section 240.14a-12

Hudson Technologies, Inc.

(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):

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

HUDSON TECHNOLOGIES, INC.

PO Box 1541, One Blue Hill Plaza
Pearl River, New York 10965

April 23, 2018

Dear Fellow Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders of Hudson Technologies, Inc., which will be held on Thursday, June 7, 2018 at 10:00 A.M. local time at the Pearl River Hilton, 500 Veterans Memorial Highway, Pearl River, New York 10965. The Notice of Annual Meeting and Proxy Statement which follow describe the business to be conducted at the meeting.

Whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented and voted. After reading the attached Notice of Annual Meeting and Proxy Statement, I urge you to complete, sign, date and return your proxy card in the envelope provided or vote by one of the other means provided in the Proxy Statement. If the address on the accompanying material is incorrect, please inform our Transfer Agent, Continental Stock Transfer & Trust Company, at 1 State Street, 30th Floor, New York, New York 10004, in writing, of the correct address.

Your vote is very important, and we will appreciate a prompt return of your signed proxy card or other voting instructions. We hope to see you at the meeting.

Cordially,

Kevin J. Zugibe, P.E.
Chairman of the Board and
Chief Executive Officer

HUDSON TECHNOLOGIES, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 7, 2018

To the Shareholders of HUDSON TECHNOLOGIES, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Hudson Technologies, Inc. (the Company) will be held on Thursday, June 7, 2018 at 10:00 A.M., local time at the Pearl River Hilton, 500 Veterans Memorial Highway, Pearl River, New York 10965 for the following purposes:

1. Election of four directors to serve until the Annual Meeting of Shareholders to be held in 2020;
2. Approval of the Company s 2018 Stock Incentive Plan;
3. Advisory vote to approve named executive officer compensation;
4. Ratification of the appointment of BDO USA, LLP as the Company s independent registered public accountants for the fiscal year ending December 31, 2018; and
5. Transaction of such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only shareholders of record at the close of business on April 18, 2018 are entitled to notice of and to vote at the Annual Meeting or any adjournments thereof.

By Order of the Board of Directors

Stephen P. Mandracchia
Secretary

April 23, 2018

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDERS MEETING TO BE HELD ON JUNE 7, 2018 The Proxy Statement and Annual Report to Shareholders are available at *http://www.hudsontech.investorroom.com*.

IF YOU DO NOT EXPECT TO BE PRESENT AT THE MEETING:

PLEASE FILL IN, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED FOR THAT PURPOSE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES OR VOTE BY ONE OF THE OTHER MEANS DESCRIBED IN THIS PROXY STATEMENT. YOUR PROXY MAY BE REVOKED AT ANY TIME PRIOR TO EXERCISE, AND IF YOU ARE PRESENT AT THE MEETING YOU MAY, IF YOU WISH, REVOKE YOUR PROXY AT THAT TIME AND EXERCISE THE RIGHT TO VOTE YOUR SHARES PERSONALLY.

PROXY STATEMENT

HUDSON TECHNOLOGIES, INC.

ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 7, 2018

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the Board) of Hudson Technologies, Inc. (the Company , Hudson , we or our) for use at the Annual Meeting of Shareholders (t Annual Meeting) to be held on Thursday, June 7, 2018, and including any adjournment or adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting.

We are taking advantage of Securities and Exchange Commission rules that allow us to furnish proxy materials to our shareholders via the Internet. On or about April 23, 2018, we will be mailing our Notice of Internet Availability of Proxy Materials to our shareholders, which contains instructions for our shareholders use of this process, including how to access our 2018 proxy statement and 2017 annual report to shareholders and how to vote online. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how you may receive a paper copy of the 2018 proxy statement and 2017 annual report to shareholders.

Proxies duly executed, returned and not revoked, will be voted at the Annual Meeting. Any proxy given pursuant to such solicitation may be revoked by the shareholder at any time prior to the voting of the proxy by a subsequently dated proxy, by written notification to the Secretary of the Company, or by personally withdrawing the proxy at the Annual Meeting and voting in person.

The address and telephone number of the principal executive offices of the Company is:

PO Box 1541, One Blue Hill Plaza
Pearl River, New York 10965
Telephone No.: (845) 735-6000

OUTSTANDING STOCK AND VOTING RIGHTS

Only shareholders of record at the close of business on April 18, 2018 (the Record Date) are entitled to notice of and to vote at the Annual Meeting. As of the Record Date, there were issued and outstanding 42,403,140 shares of the Company s common stock, par value $.01 per share (Common Stock), the only class of voting securities of the Company. Each share of Common Stock entitles the holder thereof to one vote on each matter submitted to a vote at the Annual Meeting.

VOTING PROCEDURES

Directors will be elected by a plurality of the votes cast by the holders of Common Stock in person or represented by proxy at the Annual Meeting, provided a quorum is present at the meeting. Therefore, the nominees receiving the greatest number of votes cast at the meeting will be elected as directors of the Company. Proposals 2, 3, 4 and 5 will be decided by the majority of the votes cast by the holders of the Common Stock in person or represented by proxy at the Annual Meeting, provided a quorum is present at the meeting. A quorum will be present at the Annual Meeting if the holders of a majority of the outstanding shares of Common Stock as of the Record Date are present in person or represented by proxy. Votes will be counted and certified by one or more Inspectors of Election who are expected to be employees of Continental Stock Transfer & Trust Company, the Company s transfer agent.

In accordance with applicable law, abstentions and broker non-votes (i.e., proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owners or other persons entitled to vote shares as to a matter with respect to which the brokers or nominees do not have discretionary power to vote) will be treated as present for purposes of determining the presence of a quorum. Based upon the requirements of the law of the State of New York and the Certificate of Incorporation and By-laws, as amended (the By-laws), of the Company, votes cast at a meeting of shareholders by the holders of shares entitled to vote are determinative of the outcome of each matter to be voted on. Failures to vote, broker non-votes and abstentions will not be considered votes cast and will therefore have no effect on the outcome.

Proxies will be voted in accordance with the instructions thereon. If no instructions are given, the proxies will be voted for the director nominees and for the other proposals set forth herein and in the discretion of the indicated proxies upon such other business as may properly come before the meeting. Proxies may be revoked as noted above.

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PROPOSAL 1

ELECTION OF FOUR DIRECTORS TO THE BOARD OF DIRECTORS

The Company s By-laws currently provide that the Board is divided into two classes, with each class to have a term of two years (the term of each class expiring in alternating years) and is to consist, as nearly as possible, of one-half of the number of directors constituting the entire Board. The By-laws provide that the number of directors shall be fixed by the Board but in any event, shall be no less than five (5) (subject to decrease by a resolution adopted by the shareholders).

At the Annual Meeting a class of four directors will be elected to a two-year term expiring at the Annual Meeting of Shareholders to be held in 2020. Messrs. Dominic J. Monetta, Richard Parrillo, Eric A. Prouty and Kevin J. Zugibe are the nominees for a two-year term expiring at the Annual Meeting of the Shareholders to be held in 2020.

Messrs. Vincent P. Abbatecola, Brian F. Coleman and Otto C. Morch will not stand for election at the Annual Meeting because their respective terms expire at the Annual Meeting of Shareholders to be held in 2019.

Proxies will be voted for the nominees named below, unless authority is withheld. Should any nominee not be available for election, proxies will be voted for such substitute nominee as may be designated by the Board. Each of the nominees has indicated to the Board that he will be available and is willing to serve.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE NOMINEES SPECIFIED BELOW.

The following is information with respect to the nominees for election as directors at the Annual Meeting that each nominee for director has given us about his age, all positions he holds, his principal occupation and his business experience for at least the past five years. In addition to the information presented below regarding each nominee s specific experience, qualifications, attributes and skills that led our Board to the conclusion that he should serve as a director, we also believe that all of our directors have a reputation for integrity, honesty and adherence to high ethical standards. They each have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment to service to the Company and our Board.

Name	Age	Position
Dominic J. Monetta	76	Director
Richard Parrillo	65	Director
Eric A. Prouty	48	Director
Kevin J. Zugibe	54	Director, Chairman and Chief Executive Officer

Dominic J. Monetta, DPA has been a Director of the Company since April 1996. Dr. Monetta has, since August 1993, been the President of Resource Alternatives, Inc., a corporate development firm concentrating on resolving technically oriented managerial issues facing chief executive officers and their senior executives. From December 1991 to May 1993, Dr. Monetta served as the Director of Defense Research and Engineering for Research and Advanced Technology, United States Department of Defense. From June 1989 to December 1991, Dr. Monetta served as the Director of the Office of New Production Reactors, United States Department of Energy. Dr. Monetta s qualifications to sit on our Board include his chemical engineering and other management experience obtained as a senior executive for the US Departments of Energy and Defense. Dr. Monetta has 22 years of experience in the air conditioning and refrigeration industry by virtue of his service on our Board and his experience also includes his membership on the Company s Audit Committee for the last 10 years and Occupational, Safety and Environmental Protection Committee for the last 15 years.

Richard Parrillo has been a director of the Company since September 2014. Mr. Parrillo has, since 2007 been the Managing Member and principal of Tank Wash USA, LLC, an industrial tank cleaning and inspection company. Between 2000 and 2007, Mr. Parrillo was the Managing Member of Brite Clean, LLC. Between 1999 and 2007, Mr. Parrillo was the Managing Member of Matlack Leasing LLC, and he served as Vice President of Matlack Leasing Corporation, a subsidiary of Matlack Systems, Inc. from 1995 to 1999. From 1990 to 1995, Mr. Parrillo served as North American Sales Manager for Eurotainer USA, Inc.

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Mr. Parrillo also served as Sales/Operations Manager for SSM Coal North America, Inc., from 1984 to 1990, and worked at the Rentco Division of Fruehauf Corp. We believe that Mr. Parrillo s qualifications to sit on the board include his more than 29 years of business experience in the petrochemical and related service industries, both domestically and internationally, as well as his experience in the areas of mergers, acquisitions, management and sales, having negotiated, acquired and managed 14 related companies over the past 29 years.

Eric A. Prouty has been a director of the Company since September 2014. Mr. Prouty has, since January 2012, been an independent consultant providing business development and capital markets consulting services and has provided such services to Hudson at various times since May 2012. From March 2006 through November 2011, Mr. Prouty served as an equity research analyst covering the sustainability sector for Canaccord Genuity, formerly known as Canaccord Adams, a global investment banking firm. Between February 2001 and March 2006 Mr. Prouty served as a sustainability-focused equity research analyst for Adams Harkness. While at Adams Harkness, Mr. Prouty served on the firm s Board of Directors from 2004 until in early 2006 and also served as Director of Research from 2004 until 2007. Between March 2000 and February 2001, Mr. Prouty served as an equity research analyst for the investment banking firm of Robertson Stephens covering the sustainability sector. Prior to 2000, Mr. Prouty held positions in the research departments of a number of sell side and buy side firms. Mr. Prouty currently is a Trustee and Treasurer of the Hancock Shaker Village. We believe that Mr. Prouty s qualifications to sit on the board include his more than 24 years of experience as an equity research analyst in the investment banking field and knowledge of the sustainability industry.

Kevin J. Zugibe, P.E., a founder of the Company, has been Chairman of the Board and Chief Executive Officer of the Company since its inception in 1991. From May 1987 to May 1994, Mr. Zugibe was employed as a power engineer with Orange and Rockland Utilities, Inc., a major public utility, where he was responsible for all HVAC applications. Mr. Zugibe is a licensed professional engineer, and from December 1990 to May 1994, he was a member of Kevin J. Zugibe & Associates, a professional engineering firm. We believe Mr. Zugibe s qualifications to sit on our Board include his 30 years of experience in the air conditioning and refrigeration industry including as our founder, our Chairman and Chief Executive Officer for 25 years. Mr. Zugibe is the brother-in-law of Stephen P. Mandracchia.

The following is information with respect to the directors whose terms of office expire at the Annual Meeting of Shareholders to be held in the year 2019:

Name	Age	Position
Vincent P. Abbatecola	72	Director
Brian F. Coleman	56	Director, President and Chief Operating Officer
Otto C. Morch	84	Director

Vincent P. Abbatecola has been a Director of the Company since June 1994. Mr. Abbatecola is President of Abbey Ice & Spring Water, Spring Valley, New York, where he has been employed since May 1971. He was formerly the Chairman of the National Packaged Ice Association. Mr. Abbatecola serves on the Nyack Hospital Board of Trustees, the United Hospice of Rockland Board and the St. Thomas Aquinas College President s Council. We believe that Mr. Abbatecola s qualifications to sit on our Board include executive business experience in his industry, his 24 years of experience in the refrigeration industry and as Chairman of the Company s Audit Committee for 23 years.

Brian F. Coleman has been a Director of the Company since December 2007, and President and Chief Operating Officer of the Company since August 21, 2001 and served as Chief Financial Officer of the Company from May 1997 until December 2002. From June 1987 to May 1997, Mr. Coleman was employed by, and from July 1995, was a partner with BDO USA, LLP, the Company s independent registered public accounting firm**.** We believe Mr. Coleman s qualifications to sit on our Board include his prior financial and accounting experience obtained as a partner with BDO USA, LLP, and his 21 years of experience in the air conditioning and refrigeration industry including as our President and Chief Operating Officer for the past 17 years.

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Otto C. Morch has been a Director of the Company since March 1996. Mr. Morch was a Senior Vice President of Commercial Banking at Provident Savings Bank, F.A. for more than five years until his retirement in December 1997. We believe that Mr. Morch s qualifications to sit on our Board include his financial and other experience obtained as a Senior Vice President at Provident Savings Bank, F.A., his 22 years of experience in the air conditioning and refrigeration industry by virtue of his service on our Board including his membership on the Company s Audit Committee for 22 years.

The Board has determined that each of Messrs. Abbatecola, Monetta, Morch and Parrillo is an independent director within the meaning of applicable NASDAQ Listing Rules.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE FOUR NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS DESCRIBED ABOVE

BOARD AND COMMITTEE INFORMATION

Board Meetings

A total of 11 meetings of the Board were held during the fiscal year ended December 31, 2017 (Fiscal 2017). During Fiscal 2017, no director attended fewer than 75 percent of the aggregate of (1) the Board meetings that were held, and (2) the meetings held by the committees of the Board on which he served.

Committees of the Board of Directors

The Board has established a Compensation Committee, which is responsible for, among other things, assisting the Board in overseeing our executive compensation strategy and reviewing and approving the compensation of our executive officers and for the administration of the Company s employee benefit plans. The Compensation Committee is also responsible for reviewing and approving the compensation of the Company s directors. The executive officers do not determine executive or director compensation, but provide information and recommendations to the Compensation Committee upon its request. The members of the Compensation Committee are Messrs. Abbatecola, Monetta, Morch and Parrillo. The Compensation Committee held 4 meetings during Fiscal 2017. A copy of the Compensation Committee charter is available on the Company s website at *www.hudsontech.com*.

The Board also has an Audit Committee which supervises the audit and financial procedures of the Company and is responsible for the selection of the Company s independent registered public accountants. The members of the Audit Committee are Messrs. Abbatecola, Monetta, Morch, and Parrillo. The Board has determined that each member of the Audit Committee is an independent director within the meaning of the applicable NASDAQ Listing Rules and applicable Securities and Exchange Commission (SEC) rules under the Securities Exchange Act of 1934 (the Exchange Act). The Audit Committee does not have a member that qualifies as a financial expert under the federal securities laws. The members of the Audit Committee have each been active in the business community and have broad and diverse backgrounds, and financial experience. Two of the current members have served on the Company s

Audit Committee and have overseen the financial review by the Company s independent auditors for more than 14 years. The Company believes that the current members of the Audit Committee are able to fully and faithfully perform the functions of the Audit Committee and that the Company does not need to install a financial expert on the Audit Committee. The Audit Committee held 6 meetings during Fiscal 2017. A copy of the Audit Committee charter is available on the Company s website at *www.hudsontech.com*.

The Board also has an Executive Committee which is authorized to exercise the powers of the Board in the general supervision and control of the business affairs of the Company during the intervals between meetings of the Board. The members of the Executive Committee are Messrs. Abbatecola, Morch, Prouty and Zugibe.

The Board also has an Occupational, Safety and Environmental Protection Committee, which is responsible for satisfying the Board that the Company s Environmental, Health and Safety policies, plans and procedures are adequate. The members of the Occupational, Safety and Environmental Protection Committee are Messrs. Monetta and Zugibe.

The Board has a Nominating Committee whose members consist of Messrs. Abbatecola, Monetta and Zugibe, and which was responsible for recommending to the independent directors the nominees for election to the Board at the annual meeting of the shareholders. In accordance with applicable NASDAQ Listing Rules, the nominees for director at the Annual Meeting named above were selected as nominees to the Board by vote of a majority of the independent directors. When reviewing candidates to our Board, the Nominating Committee and the independent members of the Board consider the evolving needs of the Board and seek candidates that fill any current or anticipated future needs. The Nominating Committee and the independent Board members also believe that all directors should possess the attributes described below in the last paragraph under the caption Consideration of Director Nominees Recommended by Shareholders. While neither the Nominating Committee nor the Board has a formal policy with respect to diversity, the Nominating Committee and the Board believe that it is important that the Board members represent diverse viewpoints. In considering candidates for the Board, the Nominating Committee and the independent members of the Board consider the entirety of each candidate s credentials in the context of these standards. With respect to the nomination of continuing directors for re-election, the individual s contributions to the Board are also considered.

Shareholder nominations for directors of the Company will be considered by the independent directors subject to the shareholder complying with the procedures described below. The Nominating Committee held one meeting during Fiscal 2017. The Nominating Committee does not have a charter.

Board Leadership Structure

The Board believes our current leadership structure, where our Chief Executive Officer also serves as our Chairman of the Board, provides us with the most effective leadership model by enhancing the Chairman and Chief Executive Officer s ability to provide insight and direction of business strategies and plans to both the Board and our management. The Board believes that a single person, acting in the capacities of Chairman and Chief Executive Officer, provides us with unified leadership and focus and that our business strategies are best served if the Chairman is also a member of our management team. We do not have a lead independent director; however, our Audit Committee and our Compensation Committee are comprised solely of independent directors and our Nominating Committee is comprised of a majority of independent directors. We believe the composition of these three Board committees, the fact that our independent directors determine Board nominees and the compensation of our executive officers, as well as the practice of our independent directors to meet in executive session without our Chief Executive Officer and the other members of our management present, help ensure that our Board maintains a level of independent oversight of management that is appropriate for our Company.

Risk Management

The Board has an active role, as a whole and also at the committee level, in overseeing management of the Company s risks. The Board regularly reviews information regarding the Company s credit, liquidity and operations, as well as the risks associated with each. The Company s Compensation Committee is responsible for overseeing the management of risks relating to the Company s executive compensation plans and arrangements. The Audit Committee oversees management of financial risks and potential conflicts of interest with related parties. The Nominating Committee manages risks associated with the independence of the Board. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports, or otherwise, about such risks.

Compensation Committee Interlocks and Insider Participation

During Fiscal 2017, Messrs. Abbatecola, Monetta, Morch and Parrillo served as members of our Compensation Committee. No Member of our Compensation Committee is, or was during Fiscal 2017, an employee or an officer of Hudson or its subsidiaries.

Audit Committee Report

In December 2017, the Audit Committee met with management to review and discuss the audit and the procedures and timing of the audit. In February 2018, the Audit Committee met with management to review and discuss the audited financial statements. The Audit Committee also discussed with the Company s independent registered public accounting firm, BDO USA, LLP the matters required to be discussed by the statement on Auditing Standards No. 1301 *Communications With Audit Committees* as adopted by the Public Company Accounting Oversight Board. The Audit Committee has received the written disclosures and confirming letter from BDO USA, LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding its independence and has discussed with BDO USA, LLP its independence from the Company. Based upon the review and discussions referred to above, the Audit Committee ratified its prior recommendation to the Board that the audited financial statements be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2017.

The Audit Committee

Vincent Abbatecola, Dominic Monetta, Otto Morch, and Richard Parrillo.

Code of Conduct and Ethics

The Company has adopted a written code of conduct and ethics that applies to all directors, and employees, including the Company s principal executive officer, principal financial officer, principal accounting officer or controller and any persons performing similar functions. The Company will provide a copy of its code of conduct and ethics to any person without charge upon written request addressed to Hudson Technologies, Inc., PO Box 1541, One Blue Hill Plaza, Pearl River, New York 10965, Attention: Stephen P. Mandracchia.

Executive Officers

In addition to Kevin J. Zugibe and Brian Coleman, Messrs. Nat Krishnamurti, Charles F. Harkins, Jr. and Stephen P. Mandracchia serve as executive officers of the Company. Executive officers are elected annually and serve at the pleasure of the Board. The following is information with respect to such executive officers:

Nat Krishnamurti, age 46, was appointed to the position of Vice President, Chief Financial Officer in September 2016. Mr. Krishnamurti was the Chief Financial Officer and Interim Chief Financial Officer of Interpace Diagnostics Group, Inc. during 2016 after serving as Vice President, Corporate Controller and Chief Accounting Officer from August 2015 to February 2016. Prior to joining Interpace, Mr. Krishnamurti served as chief financial officer of Applied Minerals, Inc., a publicly traded company, from May 2012 to August 2015. Prior to Applied Minerals, from May 2000 to September 2011, Mr. Krishnamurti served as Chief Accounting Officer for inVentiv Health, a global provider of clinical, communications and commercial services which was publicly traded until August 2010. While at inVentiv Health, he also held various finance positions of increasing responsibility, including Manager, Director, and VP of Finance. Prior to inVentiv Health, Mr. Krishnamurti worked in public accounting firms, including PricewaterhouseCoopers LLP. Mr. Krishnamurti earned an M.B.A. from Long Island University and a B.S. in accounting from City University of New York, Brooklyn College and is a licensed Certified Public Accountant.

Charles F. Harkins, Jr., age 56, has been Vice President of Sales of the Company since December 2003. Mr. Harkins has served in a variety of capacities since joining the Company in 1992. Prior to joining the Company, Mr. Harkins served in the U.S. Army for 13 years attaining the rank of Staff Sergeant; he is a graduate of the U.S. Army Engineering School and the U.S. Army Chemical School.

Stephen P. Mandracchia, age 58, a founder of the Company, has been Vice President Legal and Regulatory of the Company since August 2003 and has been Secretary of the Company since 1995. Mr. Mandracchia has served in a variety of capacities with the Company since 1993. Mr. Mandracchia was a member of the law firm of Martin, Vandewalle, Donohue, Mandracchia & McGahan in Great Neck, New York until 1995 (having been associated with such firm since 1983). Mr. Mandracchia is the brother-in-law of Mr. Zugibe.

COMMUNICATIONS WITH THE BOARD

The Board has established a process for shareholders to send communications to the Board. Shareholders may communicate with the Board individually or as a group by writing to: The Board of Directors of Hudson Technologies, Inc. c/o Corporate Secretary, PO Box 1541, One Blue Hill Plaza, Pearl River, NY 10965. Shareholders should identify their communication as being from a shareholder of the Company. The Corporate Secretary may require reasonable evidence that the communication or other submission is made by a shareholder of the Company before transmitting the communication to the Board.

BOARD ATTENDANCE AT ANNUAL SHAREHOLDER MEETINGS

We have a policy that strongly encourages directors to attend our Annual Meeting of Shareholders. Last year s Annual Meeting of Shareholders was attended by all of our seven directors.

CONSIDERATION OF DIRECTOR NOMINEES RECOMMENDED BY SHAREHOLDERS

Shareholders of Hudson wishing to recommend director candidates to the Board must submit their recommendations in writing to the Chairman of the Board, c/o Corporate Secretary, Hudson Technologies, Inc., PO Box 1541, One Blue Hill Plaza, Pearl River, NY 10965.

The independent directors of the Board will consider nominees recommended by Hudson s shareholders provided that the recommendation contains sufficient information for the independent directors to assess the suitability of the candidate, including the candidate s qualifications. Candidates recommended by shareholders that comply with these procedures will be considered either solely by Hudson s independent directors, or by a nominating committee of the Board that is comprised solely of Hudson s independent directors, if such committee exists at the time. The recommendations must also state the name of the shareholder who is submitting the recommendation. In addition, it must include information regarding the recommended candidate relevant to a determination of whether the recommended candidate would be barred from being considered independent under applicable NASDAQ Listing Rules. Each nomination is also required to set forth: (i) a representation that the shareholder making the nomination is a holder of record of capital stock of Hudson entitled to vote at such meeting; (ii) a representation as to the beneficial interest of the shareholder making the nomination including, without limitation, any derivative securities holdings, short interests, hedges and any agreements that increase or decrease such shareholder s voting power; (iii) all stock ownership information with respect to any shareholder or shareholder group with whom the shareholder making the nomination is associated, whether or not such persons constitute a filing group for purposes of Schedule 13D; (iv) whether the shareholder making the nomination intends individually or as part of a group, to deliver a proxy statement and/or form of proxy to holders of at least the percentage of Hudson s outstanding capital stock required to approve or adopt the proposal, and/or to otherwise solicit proxies in support of such proposal; (v) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such shareholder and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the registrant for purposes of such rule and the nominee were a director or executive officer of such registrant; (vi) such other information regarding each nominee proposed by such shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC had the nominee been nominated by the Board; and (vii) the consent of each nominee to serve as a director of Hudson if so elected. A nomination which does not comply with the above requirements or that is not received by the deadline referred to below will not be considered. All shareholder recommendations will be reviewed in the same manner as other potential candidates for Board membership.

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The qualities and skills sought in prospective members of the Board are determined by the Board. The Board generally requires that director candidates be qualified individuals who, if added to the Board, would provide the mix of director characteristics, experience, perspectives and skills appropriate for Hudson. Criteria to be considered for selection of candidates will include, but not be limited to: (i) business and financial acumen, as determined by the Board in its discretion, (ii) qualities reflecting a proven record of accomplishment and ability to work with others, (iii) knowledge of Hudson s industry, (iv) relevant experience and knowledge of corporate governance practices, and (v) expertise in an area relevant to Hudson. Such persons should not have commitments that would materially conflict with the time commitments of a Director of Hudson.

DEADLINE AND PROCEDURES FOR SUBMITTING BOARD NOMINATIONS

A shareholder wishing to nominate a candidate for election to the Board at the Annual Meeting of Shareholders to be held in 2019, which we currently anticipate will be held in or about June 2019, is required to give written notice containing the required information specified above and otherwise in accordance with our By-Laws, addressed to the Independent Directors of the Board, c/o Secretary of the Company, Hudson Technologies, Inc., PO Box 1541, One Blue Hill Plaza, Pearl River, NY 10965, of his or her intention to make such a nomination. The notice of nomination and other required information must be received by the Company s Secretary no earlier than February 8, 2019 and no later than March 9, 2019. In the event that the Annual Meeting of Shareholders to be held in 2019 is held either before May 7, 2019 or after August 6, 2019, then the notice of nomination and other required information must be received by the Company s Secretary no later than 90 days prior to the date of such meeting or, within 10 days following the first public announcement of the date of such annual meeting if such public announcement is made less than 100 days prior to the date of such meeting.

In addition, to be timely, a shareholder s notice must be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice will be true and correct as of the record date for the 2019 Annual Meeting and as of the date that is 10 business days prior to such meeting or any adjournment or postponement thereof, and such update and supplement must be delivered to, or mailed and received by, the Chairman of the Board of Directors at the principal executive offices of the Company not later than 5 business days after the record date for the meeting (in the case of the update and supplement required to be made as of the record date), and not later than 8 business days prior to the date for the meeting, or if the meeting is adjourned or postponed, on the first practicable date after any adjournment or postponement thereof (in the case of the update and supplement required to be made as of 10 business days prior to the meeting or any adjournment or postponement thereof).

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company s officers and directors and persons who own more than 10% of a registered class of the Company s equity securities (collectively, the Reporting Persons) to file reports of ownership and changes in ownership with the SEC. Reporting Persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on Hudson s review of copies of such forms received by Hudson, and on representations made to us, we believe that during the year ended December 31, 2017, all filing requirements applicable to all officers, directors and greater than 10% beneficial shareholders were timely complied with.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview of Compensation Program and Philosophy

Our compensation program is intended to:

- Attract, motivate, retain and reward employees of outstanding ability;
- Link changes in employee compensation to individual and corporate performance;
- Align employees interests with those of the Company s shareholders.

The ultimate objective of our compensation program is to increase shareholder value. We seek to achieve these objectives with a total compensation approach which takes into account a competitive base salary, bonus pay based on the annual performance of the Company and individual goals and equity incentive awards.

The Board s Compensation Committee, which is comprised solely of independent directors and is responsible for making decisions regarding the amount and form of compensation paid to the Company s executive officers, has carefully considered the results of prior say-on-pay shareholder votes. Based upon the vote results at the most recent annual shareholders meeting, shareholders appear to be supportive of the Compensation Committee s approach to the executive compensation program. The Compensation Committee did not retain any outside compensation consultants during Fiscal 2017.

Base Salaries

Base salaries paid to executives are intended to attract and retain highly talented individuals. In setting base salaries, individual experience, individual performance, the Company s performance and job responsibilities during the year are considered. Executive salaries are reconciled by Human Resources and evaluated by the Compensation Committee on a bi-annual basis against local companies of similar size and nature. No changes were made to the base salaries of any of the Company s executive officers during the fiscal year ended December 31, 2017.

Annual Bonus Plan Compensation

In December 2015, the Company established an annual bonus program for the payment of cash and/or equity awards to some or all of the executive officers based upon the Company s annual earnings and potentially other financial and personal metrics. The amount of the aggregate pool to be established each year will be determined by the Compensation Committee on or about the end of each fiscal year, based upon the Company achieving earnings in excess of a pre-determined level for each fiscal year (the Benchmark). In the event the Company s earnings exceed the Benchmark for the applicable fiscal year, some or all of the executive officers may receive bonuses in the form of cash, stock options, stock or some combination thereof. The Compensation Committee will determine the amount, if any, of the awards to be received by the Chief Executive Officer (CEO) and the President/Chief Operating Officer (COO) and whether the awards will be made in cash, stock options or stock, or some combination thereof, which determination will be made, based upon the overall financial results of the Company during the applicable fiscal year as well as on the personal performance of the CEO and COO during the applicable fiscal year. The CEO and the COO will determine the amount, if any, of the awards to be received to all other executive officers, and whether the awards will be made in cash, stock options or stock, or some combination thereof, which determination will be made based upon the overall financial results of the Company during the applicable fiscal year as well as on the personal performance of each of the executive officers during the applicable fiscal year.

For fiscal year 2017, the Compensation Committee determined that the 2017 Benchmarks determined by the Compensation Committee had been achieved and established a total bonus pool not to exceed $450,000 for the award of bonuses to the Executive Officers in accordance with the Company s annual bonus program, which bonuses were paid in the form of stock options that were issued to the Executive Officers in the fourth quarter of 2017. The Compensation Committee also determined to issue bonuses to the executive officers for the successful completion of the acquisition of Airgas-Refrigerants, Inc. which was completed on October 10, 2017 (the Acquisition) and established a bonus pool of $1,374,610 for the award of bonuses of which a

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minimum of $924,610 was to be paid in the form of stock options. Mr. Zugibe received a cash bonus of $130,000 and stock option bonuses of $532,800 based upon the Company achieving the earnings benchmark and for the successful completion of the Acquisition. Mr. Coleman received a cash bonus of $100,000 and stock option bonuses of $346,300 based upon the Company achieving the earnings benchmark and for the successful completion of the Acquisition. Mr. Krishnamurti received a cash bonus of $70,000 and stock option bonuses of $165,000 based upon the Company achieving the earnings benchmark and for the successful completion of the Acquisition. Mr. Harkins a received a cash bonus of $90,000 and stock option bonuses of $174,510 based upon the Company achieving the earnings benchmark and for the successful completion of the Acquisition. Mr. Mandracchia received a cash bonus of $60,000 and stock option bonuses of $156,000 based upon the Company achieving the earnings benchmark and for the successful completion of the Acquisition.

Equity Incentive Awards

Company executives are eligible to receive restricted stock and stock options (which give them the right to purchase shares of common stock at a specified price in the future). These grants will vest based upon the passage of time, the achievement of performance metrics, or both. We believe that the use of restricted stock and stock options as the basis for long-term incentive compensation meets our defined compensation strategy and business needs by achieving increased value for stockholders and retaining key employees.

Stock option awards are intended to attract and retain highly talented executives, to provide an opportunity for significant compensation when overall Company performance is reflected in the stock price and to help align executives and shareholders interests. Stock options are typically granted at the time of hire to key new employees and annually to a broad group of existing key employees, including executive officers. We have adopted a number of equity compensation plans governing the grant of such stock options. All of our equity compensation plans have been approved by our shareholders.

Annual option grants to executive officers are made at the discretion of the Board or the Compensation Committee and may be in the form of incentive stock options (ISOs) up to the fullest extent permitted under tax laws, with the balance granted in the form of nonqualified stock options. The option grants are subject to the terms of the relevant plan. ISOs have potential income tax advantage for executives if the executive disposes of the acquired shares after satisfying certain holding periods. Tax laws provide that the aggregate grant at date of grant for market value of ISOs that become exercisable for any employee in any year may not exceed $100,000.

Our current practice for options issued to all employees and to non-employee directors is to issue options that vest immediately upon issuance, carry of term of three years and establish a barrier for the market price, of the Company s common stock, which results in the cancellation of the options if the closing stock price of the Company s common stock is below the barrier price for five consecutive days.

The number of stock options granted in Fiscal 2017 to the named executive officers, and their estimated fair value, were as follows:

Named Executive Officer	Grant Date	Number of Options Granted	Estimated Fair Value of Awards at Grant Date
Kevin J. Zugibe	12/19/2017	484,364	$ 532,800
Brian F. Coleman	12/19/2017	314,818	$ 346,300

Nat Krishnamurti	12/19/2017	150,000	$ 165,000
Charles F. Harkins	12/19/2017	158,645	$ 174,510
Stephen P. Mandracchia	12/19/2017	141,818	$ 156,000

The stock options awarded to Messrs. Zugibe, Coleman, Krishnamurti, Harkins and Mandracchia in December 2017 had an exercise price of $5.70 (which was equal to the closing market price per share of our stock on the date of the grant).

All stock options in the above table were granted pursuant to the Annual Bonus Plan described above and provide for 100% vesting on the date of issuance, have a barrier price of $4.50 with a stated expiration date of three years after grant.

We did not make grants of restricted stock to our named executive officers during Fiscal 2017. As part of his initial compensation package, Mr. Krishnamurti is to receive a total of 20,000 shares of unrestricted common stock of the Company, of which 14,000 shares were issued at the time of his hiring, an additional 3,000 shares were issued to him in September 2017 on the first anniversary of his hiring, and an additional 3,000 shares are to be issued to him on second anniversary of his hiring.

Other Annual Compensation and Benefits

Although direct compensation, in the form of salary, non-equity incentive awards and long-term equity incentive awards provide most of the compensation to each Executive Officer, we also provide for the following items of additional compensation:

Retirement savings are provided by a 401(k) plan, in the same manner to all U.S. employees. This plan includes an employer matching contribution of 20% of an employee s annual contribution up to a maximum of $600 which is intended to encourage employees (including the chief executive officer) to save for retirement.
Health, life and disability benefits are offered to our executive officers in the same manner to all of our U.S. employees. We provided additional long term disability and long term care policies for each of our executive officers.

Compensation Committee Report

Our Compensation Committee has furnished the following report. The information contained in the *Compensation Committee Report* is not deemed to be soliciting material or the be filed with the SEC, nor is such information to be incorporated by reference into any future filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, as amended, except to the extent that we specifically incorporate it by reference in to such filings.

Our Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K of the Securities Act with management. Based on such review and discussion, our Compensation Committee recommended to our Board of Directors that the *Compensation Discussion and Analysis* be included in this proxy statement.

Compensation Committee

Vincent P. Abbatecola

Dominic J. Monetta

Otto C. Morch

Richard Parrillo

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Summary of Compensation

Summary Compensation Table

The following table discloses, for the years indicated, the compensation for (i) our Chief Executive Officer, (ii) our Chief Financial Officer, and (iii) our three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the year ended December 31, 2017 and whose total compensation during the year ended December 31, 2017 exceeded $100,000 (the Named Executives).

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Stock Awards ($)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)	Total ($)
Kevin J. Zugibe, Chairman, Chief Executive Officer(3)	2017	$532,800		$532,800	$130,000	$5,400 (4)	$1,201,000
	2016	$433,600		$263,280	$344,000	$2,800 (4)	$1,043,680
	2015	$384,000			$260,000		$644,000
Brian F. Coleman, President, Chief Operating Officer(3)	2017	$346,300		$346,300	$100,000	$15,200 (5)	$807,800
	2016	$282,100		$96,000	$278,000	$12,500 (5)	$668,600
	2015	$250,000			$195,000	$9,600 (6)	$454,600
Charles F. Harkins, Jr., Vice President Sales	2017	$277,000		$174,510	$90,000	$14,000 (5)	$555,510
	2016	$234,667		$48,000	$232,000	$11,200 (5)	$525,867
	2015	$213,500			$175,000	$8,400 (6)	$396,900
Nat Krishnamurti, Chief Financial Officer(7)	2017	$250,000	$27,510 (8)	$165,000	$70,000	$2,800 (4)	$515,310
	2016	$83,333	$86,660 (8)		$50,000 (9)	$1,200 (4)	$221,193
	2015						
Stephen P. Mandracchia, Vice President Legal & Regulatory	2017	$250,000		$156,000	$60,000	$16,600 (5)	$482,600
	2016	$207,333		$71,281	$165,000	$13,000 (5)	$456,614
	2015	$180,000			$130,000	$11,300 (6)	$327,300

(1) We utilize the grant date fair value using the Black-Scholes method as described in Note 11 to the Notes to the Consolidated Financial Statements contained in our Form 10-K for the year ended December 31, 2017.

(2) Amount was earned in the indicated calendar year and paid during first quarter of following year.

(3) Messrs. Coleman and Zugibe did not receive any compensation for services as a director during the years ended December 31, 2017, 2016 and 2015.

(4) Represent payments for supplemental long term disability insurance purchased for the benefit of the executive officers.

(5) Represent payments for (a) supplemental long term disability insurance purchased for the benefit of the executive officers, and (b) payments of annual premiums for long term care insurance purchased for the benefit of the executive officers and, where applicable, the executive officer s spouse.

(6) Represents payments of annual premiums for long term care insurance purchased for the benefit of the executive officers and, where applicable, the executive officer s spouse.

(7) Mr. Krishnamurti joined Hudson in September 2016.

(8) Reflects the fair value of a share grant computed in accordance with FASB ASC Topic 718, based on the applicable fair-market value on the date of grant.

(9) Includes a guaranteed $70,000 annual bonus, pro-rated to the date of his hire, as part of Mr. Krishnamurti s initial compensation package.

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Pay Ratio Disclosure

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K promulgated under the Securities and Exchange Act of 1934, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of our CEO. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. There are a variety of different methodologies, assumptions, adjustments and estimates that companies may apply in compliance with Item 402(u) of Regulation S-K; as such, the information provided should not be used as a basis for comparison between different companies.

For 2017, the annual total compensation of the median employee of our company was $46,668.64, and the annual total compensation of our CEO, as reported in the Summary Compensation Table above, was $1,201,000. Based on this information, the ratio of the annual total compensation of our CEO, Mr. Zugibe, to the median of the annual total compensation of all employees was 26 to 1.

In order to identify the median of the annual total compensation of all our employees, as well as to determine the annual total compensation of our median employee and our CEO, we took the following steps:

We determined that, as of December 31, 2017, our employee population consisted of approximately 270 individuals. This population consisted of our full-time, part-time, temporary and seasonal employees. December 31, 2017 was selected as the date upon which we would identify the median employee, because it allowed us to identify our median employee in a reasonably efficient and economical manner.

To identify the median employee, we compared 2017 W-2 taxable Medicare wages (Box 5) as reported to the Internal Revenue Service. This compensation measure was consistently applied to all employees included in the calculation.

Once the median employee was identified, we calculated annual total compensation for such employee using the same methodology we use for our NEOs as reported in the 2017 Summary Compensation Table above. With respect to the annual total compensation of our CEO, we used the amount reported in the Total column of the table.

Employment, Termination, Change of Control and other Agreements

Kevin J. Zugibe. In March 2016, we entered into a Second Amended and Restated Employment Agreement with Kevin J. Zugibe, which currently expires in March 2020 and is automatically renewable for successive two year terms unless either party gives notice of termination at least ninety days prior to the expiration date of the then current term. Pursuant to the agreement, Mr. Zugibe is receiving an annual base salary of $532,800 with such increases and bonuses as our Board of Directors may determine. The agreement provides, in the event of Mr. Zugibe s disability, for the continuation of at least 75% of Mr. Zugibe s salary for up to one hundred twenty days after the commencement of his disability. Mr. Zugibe is also entitled to take up to five weeks of vacation, excluding paid holidays.

As part of the agreement, Mr. Zugibe has agreed to certain covenants and restrictions, which include an agreement that Mr. Zugibe will not compete with us in the United States for a period of twenty-four months after his termination for any reason. The agreement also provides that, in the event of his involuntary separation from Hudson without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Zugibe will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of twenty-four months, and payment over a twenty four month period of an amount equivalent to 100% of the highest bonus paid to Mr. Zugibe in the three years prior to his termination. The agreement also provides that in the event of his involuntary separation from Hudson without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, we will assign to Mr. Zugibe any life insurance policy we hold insuring the life of Mr. Zugibe. We are the beneficiary of a key-man insurance policy on the life of Mr. Zugibe in the amount of $1,000,000.

Assuming Mr. Zugibe was terminated without cause on December 31, 2017 or left Hudson for good reason, Mr. Zugibe would have received (i) salary and bonus of $1,409,600; (ii) benefits valued at $20,497 and (iii) life insurance valued at $39,000.

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Brian F. Coleman. In March 2016, we entered into an agreement with Brian F. Coleman, pursuant to which, Mr. Coleman has agreed to certain covenants and restrictions, which include an agreement that Mr. Coleman will not compete with us in the United States for a period of eighteen months after his termination for any reason. The agreement provides, in the event of his disability, for the continuation of at least 75% of his salary for up to one hundred twenty days after the commencement of his disability. The agreement also provides that, in the event of his involuntary separation without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Coleman will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of eighteen months, and payment over an eighteen month period of an amount equivalent to 100% of the highest bonus paid to Mr. Coleman in the three years prior to his termination.

Assuming Mr. Coleman was terminated without cause on December 31, 2017 or left Hudson for good reason, Mr. Coleman would have received (i) salary and bonus of $797,450; and (ii) benefits valued at $51,426.

Charles F. Harkins. On October 10, 2006, we entered into an agreement with Charles F. Harkins, pursuant to which, as amended and supplemented, Mr. Harkins has agreed to certain covenants and restrictions, which include an agreement that Mr. Harkins will not compete with us in the United States for a period of eighteen months after his termination for any reason. The agreement provides, in the event of his disability, for the continuation of at least 75% of his salary for up to one hundred twenty days after the commencement of his disability. The agreement also provides that in the event of his involuntary separation without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Harkins will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of eighteen months, and a lump sum payment equivalent to the highest bonus paid to him in the three years prior to his termination, pro-rated to the date of his termination.

Assuming Mr. Harkins was terminated without cause on December 31, 2017 or left Hudson for good reason, Mr. Harkins would have received (i) salary and bonus of $647,500; and (ii) benefits valued at $66,872.

Nat Krishnamurti. On September 5, 2016, we entered into an agreement with Nat Krishnamurti, pursuant to which Mr. Krishnamurti has agreed to certain covenants and restrictions, which include an agreement that Mr. Krishnamurti will not compete with us in the United States for a period of eighteen months after his termination for any reason. The agreement provides, in the event of his disability, for the continuation of at least 75% of his salary for up to one hundred twenty days after the commencement of his disability. The agreement also provides that in the event of his involuntary separation without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Krishnamurti will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of twelve months, and a lump sum payment equivalent to the highest bonus paid to him in the three years prior to his termination, pro-rated to the date of his termination.

Assuming Mr. Krishnamurti was terminated without cause on December 31, 2017 or left Hudson for good reason, Mr. Krishnamurti would have received (i) salary and bonus of $320,000; and (ii) benefits valued at $20,420.

Stephen P. Mandracchia. On October 10, 2006, we entered into an agreement with Stephen P. Mandracchia, pursuant to which, as amended and supplemented, Mr. Mandracchia has agreed to certain covenants and restrictions, which include an agreement that Mr. Mandracchia will not compete with us in the United States for a period of eighteen months after his termination for any reason. The agreement provides, in the event of his disability, for the continuation of at least 75% of his salary for up to one hundred twenty days after the commencement of his disability. The agreement also provides that in the event of his involuntary separation without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Mandracchia will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of eighteen months, and a lump sum payment equivalent to the highest bonus paid to him in the three years prior to his termination, pro-rated to the date of his termination.

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Assuming Mr. Mandracchia was terminated without cause on December 31, 2017 or left Hudson for good reason, Mr. Mandracchia would have received (i) salary and bonus of $540,000 and (ii) benefits valued at $77,848.

Grants of Plan-Based Awards Table

The following table shows all plan-based equity and non-equity grants made by the Company during the 2017 fiscal year to the Named Executives.

2017 GRANTS OF PLAN-BASED AWARDS

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/sh)	Grant Date Fair Value of Stock and Option Awards
		Threshold ($)	Target ($)	Maximum ($)				
Kevin J. Zugibe			$607,280					
	12/19/17					484,364	$ 5.70	$532,800
Brian F. Coleman			$374,000					
	12/19/17					314,818	$ 5.70	