

ISSUER DIRECT CORP
Form DEF 14A
April 20, 2018

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

SCHEDULE 14A INFORMATION

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

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 Rule 14a-12

ISSUER DIRECT CORPORATION

(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):

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:

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Aggregate number of securities to which transaction applies:

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(5)

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(1)

Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

2018 Notice of Annual Meeting of Stockholders and Proxy Statement

Friday, June 1, 2018	Issuer Direct Corporation
9:00 a.m. EDT	500 Perimeter Park Drive, Suite D
	Morrisville, NC 27560

Issuer Direct Corporation
500 Perimeter Park Drive, Suite D
Morrisville, NC 27560

April 20, 2018

To Our Stockholders:

We are pleased to invite you to attend our Annual Meeting of Stockholders to be held on Friday, June 1, 2018, at 9:00 a.m. EDT at the Company's office at 500 Perimeter Park Drive, Suite D, Morrisville, NC 27560. The Board of Directors has fixed the close of business on April 16, 2018 as the record date for the determination of stockholders entitled to receive notice of, and to vote at, the Annual Meeting. For directions to attend the meeting and vote in person, please visit our proxy website at <https://www.iproxydirect.com/ISDR>.

The attached Proxy Statement describes the matter proposed by your Board of Directors to be considered and voted upon by our stockholders at our Annual Meeting. These items are more fully described in the following pages, which are hereby made part of this Notice.

The Company's Proxy Statement and Proxy Card accompany this Notice.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 1, 2018. Our Proxy Statement is attached. Financial and other information concerning the Company is contained in our Annual Report on Form 10-K/A for the year ended December 31, 2017. Under rules issued by the Securities and Exchange Commission ("SEC"), we are providing access to our proxy materials both by sending you this full set of proxy materials, including a Proxy Card, and by notifying you of the availability of our proxy materials on the Internet. The Proxy Statement and our Annual Report on Form 10-K/A are available on <https://www.iproxydirect.com/ISDR>.

Your vote is important. Whether you own relatively few or a large number of shares of our stock, it is important that your shares be represented and voted at the Annual Meeting. Please vote your shares online or by telephone or, if you requested and received a printed set of proxy materials by mail, by returning the accompanying proxy card. Further instructions on how to vote your shares can be found in our Proxy Statement.

We appreciate your support and continued confidence.

Sincerely,

/s/ William H. Everett

William H. Everett
Chairman of the Board of Directors

Issuer Direct Corporation
500 Perimeter Park Drive, Suite D
Morrisville, NC 27560
(919) 481-4000

Notice of Annual Meeting of Stockholders
To Be Held on June 1, 2018

To Our Stockholders:

Our Annual Meeting of Stockholders will be held on Friday, June 1, 2018, at 9:00 a.m. EDT at the Company's office at 500 Perimeter Park Drive, Suite D, Morrisville, NC 27560 (the "Annual Meeting") for the following purposes:

1.
To elect the five (5) directors nominated by our Board of Directors as set forth in the Proxy Statement;
2.
An advisory vote on executive compensation as disclosed in this Proxy Statement;
3.
To ratify the appointment of Cherry Bekaert LLP as our independent registered public accounting firm for the year ending December 31, 2018;
4.
To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

You have the right to receive notice of and to vote at the Annual Meeting if you were a stockholder of record at the close of business on April 16, 2018. Please complete, sign, date and return your proxy card to us in the enclosed, postage-prepaid envelope at your earliest convenience, even if you plan to attend the Annual Meeting. If you prefer, you can authorize your proxy through the Internet or by telephone as described in the Proxy Statement and on the enclosed proxy card. If you attend the meeting, you may revoke your proxy prior to its exercise and vote in person at the meeting. In the event that there are not sufficient stockholders present for a quorum or sufficient votes to approve a proposal at the time of the Annual Meeting, the Annual Meeting may be adjourned from time to time in order to permit further solicitation of proxies by the Company.

Your vote is important. If you are unable to attend in person and wish to have your shares voted, please vote as soon as possible, whether online, by telephone, by fax or by returning a proxy card sent to you in response to your request for printed proxy materials.

By Order of the Board of Directors,

/s/ William H. Everett

William H. Everett
Chairman of the Board of Directors

Morrisville, North Carolina
April 20, 2018

YOUR VOTE IS IMPORTANT IT IS IMPORTANT THAT PROXY CARDS BE RETURNED PROMPTLY. THEREFORE, WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED RETURN ENVELOPE OR VOTE OVER THE INTERNET FOLLOWING THE INSTRUCTIONS ON THE PROXY AS SOON AS POSSIBLE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. STOCKHOLDERS WHO EXECUTE A PROXY CARD OR VOTE OVER THE INTERNET MAY NEVERTHELESS ATTEND THE MEETING, REVOKE THEIR PROXY AND VOTE THEIR SHARES IN PERSON.

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Proxy Summary

2018 ANNUAL MEETING OF STOCKHOLDERS

ITEMS OF BUSINESS

WHEN Friday, June 1, 2018 at 9 a.m. EDT	1. Election of 5 directors nominated by our Board of Directors
WHERE 500 Perimeter Park Drive, Suite D Morrisville, NC 27560	2. Advisory vote on executive compensation
RECORD DATE Close of business on April 16, 2018	3. Ratification of the appointment by the Audit Committee of Cherry Bekaert LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2018
	4. Such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof

PROXY VOTING

Shareholders of record on the Record Date are entitled to vote by proxy in the following ways:

By calling 1 (866)
752-VOTE (8683), toll free,
in the United States or
Canada

By voting online at
<https://www.iproxydirect.com/ISDR>

By returning a properly completed,
signed and dated proxy card

By completing the reverse side of the proxy
card and faxing it to
(202) 521-3464

ANNUAL MEETING AGENDA AND VOTING RECOMMENDATIONS

Proposal	Voting Recommendation	Page Reference
1 Election of 5 directors	FOR each nominee	6
2 Advisory vote on executive compensation	FOR	25
3 Ratification of the appointment of Cherry Bekaert LLP as our independent auditors	FOR	26

DIRECTOR NOMINEES

Name	Age	Director Since	Principal Occupation	Independent	ACC	SATC	Areas of Expertise	Other Company Boards
William H. Everett	67	2013	Chairman of the Board; Retired Executive Vice President and Chief Financial Officer of Tekelec, Inc.				Executive Leadership Public Company Management Private Equity Business Strategy	Hakisa SAS
Brian R. Balbirnie	46	2007	Founder and Chief Executive Officer of Issuer Direct Corporation				Finance Multi-national Technology Industry Expertise	Executive Leadership Public Company Management, Financial Reporting and Operations Business Strategy M&A Technology Industry Expertise Entrepreneurial Experience Sarbanes Oxley

J. Patrick Galleher	45	2014	Managing Partner for Boxwood Partners, LLC and Managing Director for Boxwood Capital Partners, LLC
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