CVD EQUIPMENT CORP
Form DEF 14A
August 05, 2004

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SCHEDULE 14A
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 [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement
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CVD EQUIPMENT CORPORATION
(Name of Registrant as Specified in its Charter)

N/A
(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.:

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(4) Date Filed:

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CVD EQUIPMENT CORPORATION

1860 Smithtown Ave.
Ronkonkoma, New York 11779

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON SEPTEMBER 8, 2004

Dear Stockholders:

The 2004 Annual Meeting of Stockholders of CVD Equipment Corporation will be held at 10:30A.M., Eastern Daylight Savings Time on September 8, 2004 at the Company's headquarters located at 1860 Smithtown Avenue, Ronkonkoma, New York 11779, for the following purposes:

1. To elect a board of Directors to serve until the 2005 Annual Meeting of Stockholders;

2. To ratify the appointment of Albrecht, Viggiano, Zureck & Co. as our independent auditors and public accountants for 2004.

3. To transact such other business as may properly come before the meeting or any adjournment thereof.

All stockholders are invited to attend the meeting. Stockholders of record at the close of business on July 14, 2004, the record date fixed by the Board of Directors, are entitled to notice of and to vote at the meeting.

Whether or not you intend to be present at the meeting, please sign and date the enclosed proxy and return it in the enclosed envelope.

The foregoing items of business are more fully described in the proxy statement that is attached hereto and a part of this notice.

The Board of Directors unanimously recommends that you vote for all of the proposals.

By Order of the Board of Directors

/s/ Leonard A. Rosenbaum

Leonard A. Rosenbaum
Chairman and Chief Executive Officer

Ronkonkoma, New York

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CVD EQUIPMENT CORPORATION
1860 Smithtown Avenue
Ronkonkoma, New York 11779

PROXY STATEMENT
ANNUAL MEETING OF STOCKHOLDERS

September 8, 2004

INTRODUCTION

This proxy statement and the accompanying proxy is furnished in connection with the solicitation by the Board of Directors of CVD Equipment Corporation, a New York corporation (sometimes referred to in this proxy statement as the Company or CVD), of proxies for use at the 2004 Annual Meeting of Stockholders (Annual Meeting) to be held at the Company's headquarters at 1860 Smithtown Avenue, Ronkonkoma, New York 11779 at 10:30 A.M. Eastern Daylight Savings time, on September 8, 2004, or at any adjournment or postponement thereof, for the purpose set forth in this proxy statement and the accompanying Notice of Annual Meeting of Stockholders. We intend to mail this proxy statement and the accompanying proxy card on or about August 6, 2004 to all stockholders entitled to vote at the Annual Meeting. This Annual report to Stockholders for the year ended December 31, 2003 is being mailed with this proxy statement, but does not constitute a part hereof.

PROCEDURES AND SOLICITATION

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the meeting, please complete and return the enclosed proxy card. Your prompt voting may save us the expense of the following up with a second mailing. A return envelope (postage paid if mailed in the United States) is enclosed for that purpose.

METHODS OF VOTING

You may vote by signing and returning the enclosed proxy card or by voting in person at the meeting. If you send in a proxy card, and also attend the meeting in person, the proxy holders will vote your shares as you instructed on your proxy card, unless you inform the Secretary at the meeting that you wish to vote in person.

REVOKING A PROXY

You may revoke your proxy by:

- Signing and returning another proxy card at a later date;
- Sending written notice of revocation to the Secretary at our offices, located at 1860 Smithtown Avenue, Ronkonkoma, NY 11779; or
- Informing the Secretary and voting in person at the meeting

To be effective, a later-dated proxy or written revocation must arrive at our corporate offices before the start of the meeting.

PROXY SOLICITATION

We are soliciting the enclosed proxy card on behalf of the Board of Directors, and we will pay all costs of preparing, assembling and mailing the proxy materials. In addition to mailing out proxy materials, our directors, officers and employees may solicit proxies by telephone or fax. We have requested brokers, banks and other fiduciaries to forward proxy materials to the beneficial owners of our stock. No additional compensation will be paid for such solicitation.

HOW PROXY CARDS ARE VOTED

The proxy holders named on the proxy card are Leonard Rosenbaum, our Chairman and Chief Executive Officer, and Glen R. Charles our Chief Financial Officer and Secretary. The proxy holders will vote shares according to the stockholder instructions on the proxy card. If a signed proxy card does not contain instructions, then the proxy holders will vote the shares FOR the election of the director nominees listed on the card; FOR ratifying the appointment of Albrecht, Viggiano, Zureck & Co., P.C. as our independent auditors for the year ending December 31, 2004; and in their discretion, on any other business that may properly come before the meeting.

QUORUM AND VOTES REQUIRED

A majority or the votes of outstanding shares of common stock represented at the Annual Meeting in person or by proxy constitute a quorum. Abstentions and broker non-votes will count towards the quorum. A broker no-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item, and has not received instructions from the beneficial owner.

Directors are elected by a plurality of votes cast, so the five nominees receiving the most votes will be elected. Stockholders who do not wish to vote for one or more of the individual nominees may withhold authority as directed in the proxy card. Abstention and broker non-votes will count neither for nor against election.

The proposal to ratify the appointment of the independent auditors for the year ending December 31, 2004 requires the affirmative vote of a majority of shares of common stock present or represented by proxy at the Annual Meeting and entitled to vote on the matter. Only votes for or against a proposal count. Abstentions and broker non-

votes count for quorum purposes but not for voting purposes. Broker non-votes are not deemed to be present and represented and entitled to vote, and therefore will have no effect on the outcome of the vote.

VOTING RIGHTS, SHARES OUTSTANDING AND VOTES PER SHARE

Holders of common stock at the close of business on the record date of July 14, 2004 are entitled to vote at the meeting.

As of the close of business on June 15, 2004, there were 3,039,100 shares of common stock outstanding.

Each share of common stock is entitled to one vote.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of June 15, 2004, information regarding the beneficial ownership of our common stock by (a) each person who is known to us to be the owner of more than five percent of our common stock, (b) each of our directors, (c) each of the named executive officers, and (d) all directors and executive officers and executive employees as a group.

Name of Beneficial Owner	Amounts and Nature of Beneficial Ownership (1)	Percent of Class (%)
Leonard A. Rosenbaum	1,307,950 (2)	43.0
Alan H. Temple Jr.	203,500 (3)	6.7
Martin J. Teitelbaum	33,500 (4)	1.1
Conrad Gunther	7,500 (5)	0.2
All directors and executive officers and executive employees as a group (four (4) persons)	1,552,450	51.1