

Staffing 360 Solutions, Inc.  
Form DEF 14A  
December 21, 2016

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

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

Staffing 360 Solutions, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

641 Lexington Avenue

27<sup>th</sup> Floor

New York, NY 10022

Dear Stockholder:

You are invited to attend the Annual Meeting of Stockholders (the “Annual Meeting”) of Staffing 360 Solutions, Inc. (the “Company”) on January 26, 2017, which will be held at the offices of Citrin Cooperman & Co., LLP, 529<sup>th</sup> 5<sup>th</sup> Av., New York, NY 10017, at 10:00 a.m., local time. Enclosed with this letter are your Notice of Annual Meeting of Stockholders, Proxy Statement, Proxy Voting Card and Fiscal 2016 Annual Report (including the Annual Report on Form 10-K for the fiscal year ended May 31, 2016) (the “2016 Fiscal Annual Report”). The Proxy Statement included with this notice discusses each of our proposals to be considered at the Annual Meeting. Please review our annual report for the year ended May 31, 2016 at [www.proxyvote.com](http://www.proxyvote.com).

At this year’s meeting, you will be asked to consider and vote upon the following proposals to: (1) elect five directors; (2) approve the change in our corporate domicile from the state of Nevada to the state of Delaware; (3) approve our 2016 Omnibus Incentive Plan; (4) approve our 2016 Long Term Incentive Plan; (5) approve, on a non-binding advisory basis, the executive compensation of our named executive officers as described in this Proxy Statement; (6) vote, on a non-binding advisory basis, on the frequency of stockholder advisory votes on executive compensation; (7) approve the potential issuance of more than 19.99% of our outstanding Common Stock under our Series D Redeemable Convertible Preferred Stock under Nasdaq listing rules in accordance with the Stock Purchase Agreement between our Company and Discover Growth Fund dated June 24, 2016 (the “Discover Purchase Agreement”); (8) approve an amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of Common Stock from 20,000,000 shares to 40,000,000 shares; and (9) transact such other business as may properly come before the Annual Meeting or any adjournments thereof.

Our Board of Directors (the “Board”) has fixed the close of business on December 16, 2016 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting and any adjournment and postponements thereof (the “Record Date”).

Accordingly, we urge you to review the accompanying material carefully and to promptly return the enclosed proxy card or voting instruction. On the following pages, we provide answers to frequently asked questions about the Annual Meeting. The Notice, Proxy Statement, and Fiscal 2016 Annual Report are also available at [www.proxyvote.com](http://www.proxyvote.com).

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You are welcome to attend the Annual Meeting in person. Your vote is important. Whether or not you expect to attend the Annual Meeting, you are requested to read the enclosed Proxy Statement and to sign, date and return the accompanying proxy card or voting instruction as soon as possible. This will assure your representation and a quorum for the transaction of business at the meeting.

Thank you for your ongoing support. We hope to see you at the Annual Meeting.

Sincerely,

/s/ Brendan Flood  
Brendan Flood  
Executive Chairman

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## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Meeting Date: January 26, 2017

To the Stockholders of Staffing 360 Solutions, Inc.:

Notice is hereby given that the 2016 Annual Meeting of Stockholders will be held at the offices of Citrin Cooperman & Co., LLP, 529 5<sup>th</sup> Av., New York, NY 10017 on January 26, 2017 at 10:00 a.m. local time. During the Annual Meeting, stockholders will be asked to, as more fully described in the Proxy Statement:

- (1) Elect five (5) directors;
- (2) Approve the change in our corporate domicile from the state of Nevada to the state of Delaware;
- (3) Approve our 2016 Omnibus Incentive Plan;
- (4) Approve our 2016 Long Term Incentive Plan;
- (5) Approve, on a non-binding advisory basis, the executive compensation of our named executive officers;
- (6) Vote, on a non-binding advisory basis, on the frequency of stockholder advisory votes on executive compensation;
- (7) Approve the potential issuance of more than 19.99% of our outstanding Common Stock under our Series D Redeemable Convertible Preferred Stock under Nasdaq listing rules in accordance with the Discover Purchase Agreement;
- (8) Approve an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of Common Stock from 20,000,000 shares to 40,000,000 shares; and
- (9) Transact any other business properly brought before the Annual Meeting or any adjournments thereof.

Proposal No. 1 relates solely to the election of five (5) directors nominated by the Board and does not include any other matters relating to the election of directors, including without limitation, the election of directors nominated by any stockholder of the Company.

The Board has fixed the close of business on December 16, 2016 as the record date (the "Record Date") for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof. If you are a stockholder as of the Record Date, you may vote at the meeting. The date of mailing this Notice of Meeting and Proxy Statement is on or about December 21, 2016.

For a period of 10 days prior to the Annual Meeting, a stockholders list will be kept at our principal office and shall be available for inspection by stockholders during usual business hours. A stockholders list will also be available for inspection at the Annual Meeting.

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You are cordially invited to attend the meeting in person. Whether or not you expect to attend the Annual Meeting, you are requested to read the enclosed Proxy Statement and to sign, date and return the accompanying proxy card or voting instruction card as soon as possible. This will assure your representation and a quorum for the transaction of business at the Annual Meeting. If you attend the Annual Meeting in person, the proxy will not be used if you so request by revoking it as described in the Proxy Statement.

You are entitled to attend the Annual Meeting in person only if you were a stockholder of the Company as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting. You should be prepared to present photo identification for admittance to the Annual Meeting. If you are not a stockholder of record but hold shares through a broker, bank, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date (such as your most recent account statement prior to the Record Date), a copy of the voting instruction card provided by your broker, bank, trustee or nominee, or similar evidence of ownership.

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By order of our Board

/s/ Brendan Flood  
Brendan Flood  
Executive Chairman

IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JANUARY 26, 2017.

Hard copies of the Company's Proxy Statement and Annual Report to security holders in connection with the Annual Meeting are being mailed to stockholders of record as of the close of business on December 16, 2016. The Company's Proxy Statement and Annual Report to security holders are also available at [www.proxyvote.com](http://www.proxyvote.com).

If you have any questions about accessing materials or voting, please call 1-800-690-6903.

## PROXY STATEMENT

### ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JANUARY 26, 2017

This Proxy Statement is furnished to you by the Board of Directors (the “Board”) of Staffing 360 Solutions, Inc. in connection with the solicitation of proxies for use at the annual meeting of stockholders (the “Annual Meeting”) to be held at the offices of Citrin Cooperman & Co., LLP, 529 5<sup>th</sup> Av., New York, NY 10017, on January 26, 2017 at 10:00 a.m., local time, and any adjournments thereof. This Proxy Statement, along with a Notice of the Annual Meeting and either a proxy card or a voting instruction card, are being mailed to our stockholders beginning on or about December 21, 2016.

Unless the context otherwise requires, in this proxy statement, we use the terms “Staffing,” “we,” “our,” “us” and the “Company” to refer to Staffing 360 Solutions, Inc. and its subsidiaries.

### QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

What am I voting on?

At this year’s Annual Meeting, you will be asked to:

- (1) Elect five (5) directors;
- (2) Approve the change in our corporate domicile from the state of Nevada to the state of Delaware;
- (3) Approve our 2016 Omnibus Incentive Plan;
- (4) Approve our 2016 Long Term Incentive Plan;
- (5) Approve, on a non-binding advisory basis, the executive compensation of our named executive officers;
- (6) Vote, on a non-binding advisory basis, on the frequency of stockholder advisory votes on executive compensation;
- (7) Approve the potential issuance of more than 19.99% of our outstanding Common Stock under our Series D Redeemable Convertible Preferred Stock under Nasdaq listing rules in accordance with the Stock Purchase Agreement between our Company and Discover Growth Fund dated June 24, 2016 (the “Discover Purchase Agreement”);
- (8) Approve an amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of Common Stock from 20,000,000 shares to 40,000,000 shares; and
- (9) Transact any other business properly brought before the Annual Meeting or any adjournments thereof.

Who is entitled to vote at the Annual Meeting, and how many votes do they have?

Stockholders of record at the close of business on December 16, 2016 (the “Record Date”) may vote at the Annual Meeting. Pursuant to the rights of our stockholders contained in our charter documents each share of our Common Stock is entitled to one vote on all matters listed in this proxy statement. There are approximately 9,139,795 shares of Common Stock outstanding on the Record Date. Up to 10 days before the Annual Meeting, you may inspect a list of stockholders eligible to vote at our corporate headquarters. In addition, the list of stockholders will be available for viewing by stockholders at the Annual Meeting.

How do I vote?



You may vote over the Internet, by telephone, by mail or in person at the Annual Meeting. Please be aware that if you vote by telephone or over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible.

Vote by Internet. You can vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com). You will need to use the control number appearing on your proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions up until 11:59 p.m. Eastern Time on January 25, 2017, which is the day before the meeting date. Internet voting is available 24 hours a day. If you vote via the Internet, you do not need to vote by telephone or return a proxy card.

1

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**Vote by Telephone.** You can vote by telephone by calling the toll-free telephone number 1-800-690-6903. You will need to use the control number appearing on your proxy card to vote by telephone. You may transmit your voting instructions from any touch-tone telephone up until 11:59 p.m. Eastern Time on January 25, 2017, which is the day before the meeting date. Telephone voting is available 24 hours a day. If you vote by telephone, you do not need to vote over the Internet or return a proxy card.

**Vote by Mail.** If you received a printed proxy card, you can vote by marking, dating and signing it, and returning it in the postage-paid envelope provided to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Please promptly mail your proxy card or voting instruction card to ensure that it is received prior to the closing of the polls at the Annual Meeting.

**Vote in Person at the Meeting.** If you attend the Annual Meeting and plan to vote in person, we will provide you with a ballot at the Annual Meeting. You are entitled to attend the Annual Meeting in person only if you were a stockholder of the Company as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting. If your shares are registered directly in your name, you are considered the stockholder of record and you have the right to vote in person at the Annual Meeting. If your shares are held in the name of your broker or other nominee, you are considered the beneficial owner of shares held in street name. As a beneficial owner, if you wish to vote at the Annual Meeting, you will need to bring to the Annual Meeting a legal proxy from your broker or other nominee authorizing you to vote those shares.

You should be prepared to present photo identification for admittance to the Annual Meeting. If you are not a stockholder of record but hold shares through a broker, bank, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date (such as your most recent account statement prior to the Record Date), a copy of the voting instruction card provided by your broker, bank, trustee or nominee, or similar evidence of ownership.

If you vote by any of the methods discussed above, you will be designating Brendan Flood, Matthew Briand and David Faiman, as your proxy, and they will vote your shares on your behalf as you indicate.

Submitting a proxy will not affect your right to attend the Annual Meeting and vote in person.

If your shares are held in the name of a bank, broker or other nominee, you will receive separate voting instructions from your bank, broker or other nominee describing how to vote your shares. The availability of Internet voting will depend on the voting process of your bank, broker or other nominee. Please check with your bank, broker or other nominee and follow the voting instructions it provides.

**What is a proxy?**

A proxy is a person you appoint to vote on your behalf. By using the methods discussed above, you will be appointing Brendan Flood, Matthew Briand and David Faiman as our proxy agent(s) as your proxy. The proxy agent will vote on your behalf, and will have the authority to appoint a substitute to act as proxy. If you are unable to attend the Annual Meeting, please vote by proxy so that your shares of Common Stock may be voted.

**How will my proxy vote my shares?**

If you are a stockholder of record, your proxy will vote according to your instructions. If you choose to vote by mail and complete and return the enclosed proxy card but do not indicate your vote, your proxy will vote

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“FOR” the election of the nominated slate of directors (see Proposal 1);

•“FOR” the approval of the change in our corporate domicile from the state of Nevada to the state of Delaware (see Proposal 2);

•“FOR” the approval of our 2016 Omnibus Incentive Plan (see Proposal 3);

•“FOR” the approval of our 2016 Long Term Incentive Plan (see Proposal 4);

•“FOR” the approval, on a non-binding advisory basis, the executive compensation of our named executive (see Proposal 5);

•“FOR” the approval of an advisory vote on executive compensation to be held every “THREE YEARS” (see Proposal 6);

2

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•“FOR” the approval of the potential issuance of more than 19.99% of our outstanding Common Stock under our Series D Redeemable Convertible Preferred Stock under Nasdaq listing rules in accordance with the Discover Purchase Agreement (see Proposal 7); and

•“FOR” the approval of an amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of Common Stock from 20,000,000 shares to 40,000,000 shares (see Proposal 8).

We do not intend to bring any other matter for a vote at the Annual Meeting, and we do not know of anyone else who intends to do so. Your proxies are authorized to vote on your behalf, however, using their best judgment, on any other business that properly comes before the Annual Meeting.

If your shares are held in the name of a bank, broker or other nominee, you will receive separate voting instructions from your bank, broker or other nominee describing how to vote your shares. The availability of Internet voting will depend on the voting process of your bank, broker or other nominee. Please check with your bank, broker or other nominee and follow the voting instructions your bank, broker or other nominee provides.

You should instruct your bank, broker or other nominee how to vote your shares. If you do not give voting instructions to the bank, broker or other nominee, the bank, broker or other nominee will determine if it has the discretionary authority to vote on the particular matter. Under applicable rules, brokers have the discretion to vote on routine matters but do not have discretion to vote on non-routine matters like the election of directors and executive compensation matters. Under the regulations applicable to New York Stock Exchange member brokerage firms (many of whom are the record holders of shares of our Common Stock), the uncontested election of directors is no longer considered a routine matter. Matters related to executive compensation, redomestication, amendments to our organizational documents and equity incentive plans are also not considered routine. As a result, if you are a beneficial owner and hold your shares in street name, but do not give your broker or other nominee instructions on how to vote your shares with respect to these matters, votes may not be cast on your behalf. If your bank, broker or other nominee indicates on its proxy card that it does not have discretionary authority to vote on a particular proposal, your shares will be considered to be “broker non-votes” with regard to that matter. Broker non-votes will be counted as present for purposes of determining whether enough votes are present to hold our Annual Meeting, but a broker non-vote will not otherwise affect the outcome of a vote on a proposal that requires a majority of the votes cast. With respect to a proposal that requires a favorable vote of a majority of the outstanding shares, a broker non-vote has the same effect as a vote against the proposal.

How do I change my vote?

If you are a stockholder of record, you may revoke your proxy at any time before your shares are voted at the Annual Meeting by:

•Notifying our corporate Secretary, David Faiman, in writing at 641 Lexington Avenue, 27<sup>th</sup> Floor, New York, New York 10022, that you are revoking your proxy before the closing of the polls;

•Submitting a proxy at a later date via the Internet, or by signing and delivering a proxy card relating to the same shares and bearing a later date than the date of the previous proxy prior to the vote at the Annual Meeting, in which case your later-submitted proxy will be recorded and your earlier proxy revoked; or

•Attending and voting by ballot at the Annual Meeting.

If your shares are held in the name of a bank, broker or other nominee, you should check with your bank, broker or other nominee and follow the voting instructions provided. Attendance at the Annual Meeting alone will not revoke your proxy.

What constitutes a quorum?

The holders of a majority of the Company's eligible votes as of the record date, either present or represented by proxy, constitute a quorum. A quorum is necessary in order to conduct the Annual Meeting. If you choose to have your shares represented by proxy at the Annual Meeting, you will be considered part of the quorum. Both abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum. If a quorum is not present at the Annual Meeting, the stockholders present in person or by proxy may adjourn the meeting to a later date. If an adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, we will provide notice of the adjourned meeting to each stockholder of record entitled to vote at the meeting.

3

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What vote is required to approve each proposal?

**Election of Directors.** For Proposal 1, the election of directors, the nominees will be elected by an affirmative vote of the majority of the votes cast in person or represented by proxy, provided that a quorum is present at the Meeting. You may choose to vote “FOR”, “AGAINST” or “ABSTAIN” separately for each nominee. A properly executed proxy or voting instructions marked “ABSTAIN” will be counted for the purposes of determining whether there is a quorum.

**The change in the Company’s domicile from the state of Nevada to the state of Delaware.** For Proposal 2 (the “Reincorporation Proposal”), the affirmative vote of holders of a majority of the shares of the Company’s Common Stock outstanding as of the record date is required to approve the Agreement and Plan of Merger. In addition, the principal terms of the Agreement and Plan of Merger have been approved by the Board and sole stockholder of the entity created to conduct such a merger, Staffing 360 Solutions, Inc., a Delaware corporation (“Staffing (Delaware)”). Because the vote is based on the total number of shares outstanding rather than the votes cast at the Annual Meeting, your failure to vote or marking “ABSTAIN” on your proxy or ballot with respect to the Agreement and Plan of Merger has the same effect as a vote against the Reincorporation. We expect that the directors and executive officers will vote all their shares in favor of the Reincorporation.

**Approval of the Company’s 2016 Omnibus Incentive Plan.** For Proposal 3, the approval of the 2016 Omnibus Incentive Plan will require an affirmative vote of the majority of the votes cast in person or by proxy, provided that a quorum is present at the Annual Meeting. Therefore, abstentions and broker non-votes will have no effect on the vote to adopt the 2016 Omnibus Incentive Plan.

**Approval of the Company’s 2016 Long Term Incentive Plan.** For Proposal 4, the approval of the 2016 Long Term Incentive Plan will require an affirmative vote of the majority of the votes cast in person or by proxy, provided that a quorum is present at the Meeting. Therefore, abstentions and broker non-votes will have no effect on the vote to adopt the 2016 Long Term Incentive Plan.

**Non-Binding Advisory Vote to approve Executive Compensation.** For Proposal 5, the compensation awarded to our named executive officers requires the affirmative vote of a majority of the votes cast at the Annual Meeting by the holders of shares of Common Stock entitled to vote, provided that a quorum is present at the Meeting. Therefore, abstentions and broker non-votes will have no effect on the non-binding advisory vote to approve the compensation awarded to our named executive officers.

**Non-Binding Advisory Vote to approve frequency of advisory votes on Executive Compensation.** For Proposal 6, a stockholder may vote for 1, 2 or 3 years, or may abstain, and the Company will take into consideration the votes cast. Abstentions and broker non-votes will have no effect on the non-binding advisory vote to approve the frequency of non-binding advisory votes on executive compensation.

**Approval of the potential issuance of more than 19.99% of our outstanding Common Stock under our Series D Redeemable Convertible Preferred Stock under Nasdaq listing rules.** For Proposal 7, provided that a quorum is present at the Annual Meeting, the affirmative vote of the holders of shares of Common Stock entitled to vote must exceed the votes cast against the proposal, in order for the proposal to be approved.

**Approval of an amendment to the Company’s Articles of Incorporation to increase the number of authorized shares of Common Stock from 20,000,000 shares to 40,000,000 shares.** For Proposal 8, the affirmative vote of holders of a majority of the shares of the Company’s Common Stock outstanding as of the record date is required to approve the amendment to our Articles of Incorporation. Because the vote is based on the total number of shares outstanding rather than the votes cast at the Annual Meeting, your failure to vote on the has the same effect as a vote against Proposal 8.

Other Proposals. Any other proposal that might properly come before the meeting will require the affirmative vote of the holders of shares of Common Stock entitled to vote to exceed the votes cast against the proposal for the proposal to be approved, except when a different vote is required by law, our articles of incorporation or our Bylaws. On any such proposal, abstentions will be counted as present and entitled to vote on that matter for purposes of establishing a quorum, but will not be counted for purposes of determining the number of votes cast.

Abstentions and broker non-votes with respect to any matter will be counted as present and entitled to vote on that matter for purposes of establishing a quorum, but will not be counted for purposes of determining the number of votes cast. Accordingly, abstentions and broker non-votes will have no effect on the outcome of voting with respect to any of the proposals, other than Proposal 2 (the Reincorporation Proposal) and Proposal 8 (amendment to the Articles of Incorporation).

Who is soliciting proxies, how are they being solicited, and who pays the cost?

We, on behalf of our Board, through our directors, officers, and employees, are soliciting proxies primarily by mail. In addition, we have engaged Morrow Sodali, at an approximate cost of \$7,500, to solicit proxies on behalf of our Board. Proxies may also be solicited in person, by telephone, or facsimile. We will pay the cost of soliciting proxies. We will also reimburse stockbrokers and other custodians, nominees, and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to the owners of our Common Stock.

How many shares of Common Stock and Preferred Stock are outstanding?

As of December 16, 2016, 9,139,795 shares of Common Stock are outstanding, 1,663,008 shares of Series A Preferred Stock are outstanding and 93.29 shares of Series D Preferred Stock are outstanding.

Why is the Company electing to reincorporate from the state of Nevada to the state of Delaware?

The Board believes that the Reincorporation in Delaware will give the Company a greater measure of flexibility in corporate governance than is currently available under Nevada law, and will help the Company attract and retain its directors and officers. The Company's Board also believes Delaware's corporate laws are generally more modern, flexible, highly developed and more predictable than Nevada's corporate laws. Delaware corporate laws are also periodically revised to be responsive to the changing legal and business needs of corporations. For this reason, many public corporations have initially incorporated in Delaware or have changed their corporate domiciles to Delaware in a manner similar to that proposed by the Company. The principal reasons for the Reincorporation are described in greater detail in Proposal 2 under the heading "Principal Reasons for the Reincorporation."

Will the Company change its name as a result of the Reincorporation?

No. The Company will retain the name "Staffing 360 Solutions, Inc." but will be incorporated under the laws of the state of Delaware.

Will the Reincorporation change the business of Staffing?

No. The Reincorporation will not change the current business of the Company. Following the Reincorporation, Staffing will continue to operate in the staffing sector. Only the Company's state of incorporation will change.

Will Staffing have the same directors and executive officers that the Company currently has following the Reincorporation?

Yes. The executive officers and members of the Board will not change as a result of the Reincorporation.

Who Are the Parties to the Reincorporation?

Staffing 360 Solutions, Inc., a Nevada Corporation

Staffing was incorporated in the State of Nevada on December 22, 2009, as Golden Fork Corporation ("Golden Fork"), which changed its name to Staffing 360 Solutions, Inc., trading symbol "STAF", on March 16, 2012. On July 31, 2012, the Company commenced operations in the staffing sector.

Staffing 360 Solutions, Inc., a Delaware Corporation



Staffing (Delaware) presently has no operating history and has nominal assets, liabilities and capitalization. The principal place of business of each of Staffing and Staffing (Delaware) is located at 641 Lexington Avenue, 27<sup>th</sup> Floor, New York, NY 10022. The telephone number for each of Staffing and Staffing (Delaware) is 646-507-5710.

What are the Principal Terms of the Reincorporation?

Pursuant to the Reincorporation Agreement:

- Staffing will merge with and into Staffing (Delaware), with Staffing (Delaware) as the surviving corporation;
- The obligations of Staffing will become the obligations of Staffing (Delaware);
- The separate corporate existence of Staffing in Nevada will cease upon the effectiveness of the merger;

5

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- The business of Staffing will continue unaffected and unimpaired by the Reincorporation;
  - Each outstanding share of Staffing Common Stock will automatically be converted into one share of Staffing (Delaware) Common Stock;
  - Each outstanding share of Staffing preferred stock will automatically become one share of Staffing (Delaware) preferred stock at the same conversion price;
  - Each Staffing warrant will become a right to purchase the same number of shares of Staffing (Delaware);
  - Staffing (Delaware) will assume Staffing's stock option plans as well as its other employee incentive plans;
  - The existing holders of Staffing Common Stock will own all of the outstanding shares of Staffing (Delaware) Common Stock and no change in ownership will result from the Reincorporation;
  - Staffing (Delaware) Common Stock will continue to be traded on the Nasdaq Global Select Market under the symbol "STAF," the current symbol of the Company;
  - The directors of Staffing will be placed into three separate classes in Staffing (Delaware); and
  - The directors and executive officers of Staffing will be the directors and executive officers of Staffing (Delaware).
- When is the Reincorporation Expected to be completed?

Staffing expects that the Reincorporation will close promptly after the approval at the Annual Meeting.

What if the principal terms of the merger agreement are not approved by Staffing's shareholders?

The merger and Reincorporation transaction will not occur, you will continue to hold shares of Staffing's Common Stock and Staffing will continue to be incorporated in the State of Nevada.

Does the Reincorporation affect my ownership or percent of ownership in the Company?

No. Upon consummation of the merger effecting the Reincorporation, each outstanding share of Staffing Common Stock will automatically be converted into one share of Common Stock of the surviving corporation in the merger, Staffing (Delaware), the shares of Staffing (Delaware) Common Stock held by Staffing will be cancelled, and no additional shares will be issued in the merger. Therefore, the number of shares and the percentage of ownership you hold in the Company will not be changed by virtue of the Reincorporation.

How does the Board recommend that I vote?

Staffing's Board has unanimously approved the principal terms of the Agreement and Plan of Merger and Reincorporation and recommends that you vote your shares "FOR" approval of the Reincorporation Proposal.

Why is the Company proposing to amend its Articles of Incorporation to increase the number of authorized shares of Common Stock?

From time to time the Company has used its Common Stock to, among other things, conduct financings, engage in strategic transactions and compensate its employees. The Company may wish to use its Common Stock in a similar manner in the future, and increasing the number of authorized shares will ensure that the Company can take advantage of any strategic opportunities.

What are the recommendations of our Board?

The recommendations of our Board are set forth together with the description of each proposal in this Proxy Statement. In summary, the Board recommends a vote:

- FOR the election of the five nominated directors (see Proposal 1);

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FOR the change in our corporate domicile from the state of Nevada to the state of Delaware (see Proposal 2);  
FOR the approval of the Staffing 360 Solutions, Inc. 2016 Omnibus Incentive Plan (see Proposal 3);

6

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FOR the approval of the Staffing 360 Solutions, Inc. 2016 Long Term Incentive Plan (see Proposal 4);  
FOR the approval, on a non-binding advisory basis, the executive compensation of our named executive officers as described in this proxy statement (see Proposal 5);  
FOR the approval, on a non-binding advisory basis, that stockholder advisory votes on executive compensation be held every three years (see Proposal 6);  
FOR the approval of the potential issuance of more than 19.99% of our outstanding Common Stock under our Series D Redeemable Convertible Preferred Stock under Nasdaq listing rules in accordance with the Discover Purchase Agreement. (see Proposal 7); and  
FOR the approval of an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of Common Stock from 20,000,000 shares to 40,000,000 shares (see Proposal 8).  
With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

If you sign and return your proxy card but do not specify how you want to vote your shares, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board.

## GOVERNANCE OF THE COMPANY

Our business, property and affairs are managed by, or under the direction of, our Board, in accordance with the Nevada Revised Statutes (the "NRS") and our Bylaws. Members of the Board are kept informed of our business through discussions with the Chief Executive Officer ("CEO") and other key members of management, by reviewing materials provided to them by management, and by participating in meetings of the Board and its committees comprised of certain directors.

Stockholders may communicate with the members of the Board, either individually or collectively, or with any independent directors as a group by writing to the Board at 641 Lexington Avenue, 27<sup>th</sup> Floor, New York NY 10022. These communications will be reviewed by the office of the corporate Secretary who, depending on the subject matter, will (a) forward the communication to the director or directors to whom it is addressed or who is responsible for the topic matter, (b) attempt to address the inquiry directly (for example, where it is a request for publicly available information or a stock related matter that does not require the attention of a director), or (c) not forward the communication if it is primarily commercial in nature or if it relates to an improper or irrelevant topic. At each meeting of the Board, the corporate Secretary presents a summary of communications received and will make those communications available to any director upon request.

### Independence of Directors

In determining the independence of our directors, the Board applied the definition of "independent director" provided under the listing rules of The Nasdaq Stock Market LLC ("Nasdaq"). After considering all relevant facts and circumstances, the Board has determined that Messrs. Dimitri Villard, Nicholas Florio and Jeff Grout, each of whom are now serving on the Board and are continuing to serve their terms, are each independent within the definition of independence under the Nasdaq rules. Brendan Flood and Matthew Briand are not independent directors. If all five director candidates nominated director positions are elected at the Annual Meeting, our Board will consist of a majority of three independent directors out of a total of five directors on our Board.

### Board Meetings; Annual Meeting Attendance

For the fiscal year ended May 31, 2016, the Board met 12 times. Each director attended at least 75% of the total number of meetings of the Board and each committee on which the director served. Directors are encouraged, but are not required, to attend our Annual Meeting of Stockholders. This is our Company's first annual meeting of

stockholders since our shares of Common Stock have been listed The Nasdaq Capital Market.

#### Board Committees

Our Board currently has three standing committees: Audit Committee, Nominating and Corporate Governance Committee, and a Compensation Committee, each of which is described below. All standing committees operate under a charter that has been approved

7

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by the Board. Copies of the charters of the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee can be found on our Internet site <http://www.staffing360solutions.com/gov.html>.

Audit Committee. On April 30, 2014, the registrant designated an Audit Committee. The Audit Committee is composed of Messrs. Nicholas Florio (Chairman), Dimitri Villard and Jeff Grout. Each member of our Audit Committee is an independent director under current Nasdaq rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We believe that each of the members of the Audit Committee is financially sophisticated and is able to read and understand our financial statements. Our Board has determined that Mr. Nicholas Florio qualifies as an Audit Committee “financial expert” as defined in Item 407(d)(5) of Regulation S-K. The Audit Committee formally met two times during the fiscal year ended May 31, 2016. The purpose of the Audit Committee is to assist the Board in its oversight of: (1) the integrity of the Company’s financial reporting and systems of internal accounting control, (2) the independence, qualifications and performance of the Company’s independent registered public accounting firm, and (3) the Company’s compliance with legal and regulatory requirements.

Our Audit Committee’s primary responsibilities and obligations are to:

- Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor and establish policies and procedures for the engagement of the independent auditor to provide auditing and permitted non-audit services;
- Review the annual audited financial statements with management and the independent auditor, including the Company’s disclosures under Management’s Discussion and Analysis of Financial Condition and Results of Operations;
- Appoint, compensate, retain and oversee the work of the independent auditor;
- Review and discuss with management and the independent auditor the Company’s quarterly financial statements prior to filing the Form 10-Q, including the results of the independent auditor’s review of them and the Company’s disclosures under Management’s Discussion and Analysis of Financial Condition and Results of Operations;
- Review and discuss with management the Company’s quarterly earnings announcements and other public announcements regarding the Company’s results of operations;
- Prepare any report required to be prepared by it for inclusion in the Company’s proxy statement under SEC rules and regulations;
- Review and approve all related party transactions;
- Review major changes to the Company’s accounting and auditing principles and practices as suggested by management or the independent auditor; and
- Obtain and review, at least annually, a report by the independent auditor describing the independent auditor’s internal quality-control procedures.

Compensation Committee. On April 30, 2014, the Company designated a Compensation Committee. Our Compensation Committee is composed of Messrs. Jeff Grout (Chairman) and Dimitri Villard. Pursuant to its charter, the Compensation Committee shall be comprised of at least two (2) “independent” members of the Board who shall also satisfy such other criteria imposed on members of the Compensation Committee pursuant to the federal securities laws and the rules and regulations of the SEC and Nasdaq. With regards to the Compensation Committee, the term “independent” refers to a member of the Compensation Committee who (i) meets the definition of “independence” under the rules and regulations of the SEC and Nasdaq, (ii) is a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act and (iii) is an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended. Each member of our Compensation Committee qualifies as “independent” under these definitions. The Compensation Committee formally met three times during the fiscal year ended May 31, 2016.

Our Compensation Committee’s primary responsibilities and obligations are to:

- Determine, in executive session, the compensation for the Company's Executive Chairman and CEO;
- Review and determine the compensation of the executive officers of the Company other than the Executive Chairman and CEO based upon the recommendation of the Executive Chairman and CEO and such other customary factors that the Committee deems necessary or appropriate;
- Recommend awards and/or bonuses to be granted to executive officers of the Company under the Company's equity plans and other compensation or benefit plans or policies as approved by the Board or the committee;

8

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- Approve the overall amount or percentage of plan and/or bonus awards to be granted to all Company employees and delegate to the Company's executive management the right and power to specifically grant such awards to each Company employee within the aggregate limits and parameters set by the committee;
- Review and evaluate the performance of the Executive Chairman and CEO and the other executive officers of the Company;
- Review and approve the design of other benefit plans pertaining to executives and employees of the Company; and
- Approve such reports on compensation as are necessary for filing with the SEC and other government bodies.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee was formed on April 30, 2014. The Nominating and Corporate Governance Committee is composed of Messrs. Dimitri Villard (Chairman), Nicholas Florio and Jeff Grout. The Nominating and Corporate Governance Committee shall be comprised of at least two (2) "independent" members of the Board as defined by the rules and regulations of the SEC and Nasdaq. All current members of the Nominating and Corporate Governance Committee are independent within this definition. The Nominating and Corporate Governance Committee is charged with the responsibility of reviewing our corporate governance policies and with proposing potential director nominees to the Board for consideration. The Nominating and Corporate Governance Committee formally met three times during fiscal year ended May 31, 2016. The Nominating and Corporate Governance Committee will consider director nominees recommended by security holders. To recommend a nominee please write to the Nominating and Corporate Governance Committee c/o Dimitri Villard, Staffing 360 Solutions, Inc., 641 Lexington Avenue, 27<sup>th</sup> Floor, New York, New York 10022.

Our Nominating and Governance Committee's primary responsibilities and obligations are to:

- Recommend to the Board candidates for election or reelection to the Board at each annual meeting of stockholders of the Company or any other meeting of Company stockholders where the election of a class of directors is to be considered;
- Consider stockholders' nominees in accordance with applicable rules and regulations and develop procedures regarding the nomination process as required by the federal securities laws and the rules and regulations of the SEC and Nasdaq;
- Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board;
- Aid in attracting qualified candidates to serve on the Board and interview and otherwise assist in the screening of such candidates;
- Evaluate and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees;
- Develop and recommend to the Board from time to time corporate governance guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such guidelines and recommend and propose changes to the Board for approval;
- Review any issues relating to conflicts of interests and (in conjunction with the Audit Committee of the Board as necessary or appropriate) all related party transactions in accordance with SEC and Nasdaq requirements, and report the same to the Board;
- Review and recommend changes to Board meeting procedures; and
- Monitor any requests made by the directors to engage outside advisors with respect to corporate governance issues, at the Company's expense.

Policy with Regard to Stockholder Recommendations

The policy of our Nominating and Corporate Governance Committee is to consider properly submitted recommendations for candidates to the Board from stockholders. Any stockholder recommendations for consideration by the Nominating and Corporate Governance Committee should include the candidate's name, biographical information, information regarding any relationships between the candidate and the Company within the last three years, a description of all arrangements between the candidate and the recommending stockholder and any other



person pursuant to which the candidate is being recommended, a written indication of the candidate's willingness to serve on the Board, any other information required to be provided under securities laws and regulations, and a written indication to provide such other information as the Nominating and Corporate Governance Committee may reasonably request. There are no differences in the manner in which the Nominating and Corporate Governance Committee evaluates nominees

9

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for director based on whether the nominee is recommended by a stockholder or otherwise. Stockholder recommendations to the Board should be sent to:

Staffing 360 Solutions, Inc.

641 Lexington Avenue

27th Floor

New York, NY 10022

Attention: Secretary

In addition, our bylaws permit stockholders to nominate directors for consideration at an Annual Meeting of Stockholders. The exclusive means by which a stockholder may nominate a director shall be by delivery of a notice to the Secretary, not less than sixty (60) days prior to the date of an Annual Meeting, setting forth: (a) the name, age, business address and the primary legal residence address of each nominee proposed in such notice, (b) the principal occupation or employment of such nominee, (c) the number of shares of capital stock of the Company which are owned directly or indirectly of record and directly or indirectly beneficially owned by the nominee and each of its affiliates (within the meaning of Rule 144), including any shares of the Company owned or controlled via derivatives, hedged positions and other economic and voting mechanisms, (d) any material agreements, understandings or relationships, including financial transactions and compensation, between the nominating stockholder and the proposed nominees and (e) such other information concerning each such nominee as would be required, under the rules of the SEC, in a proxy statement soliciting proxies in a contested election of such nominees. Such notice shall include a signed consent of each such nominee to serve as a director of the Company, if elected. In addition, any stockholder nominee, to be validly nominated, shall submit to the Secretary the questionnaire required pursuant to Section 2.6.3 of the bylaws. A stockholder intending to nominate one or more candidates for election as directors must comply with the advance notice bylaw provisions specifically applicable to the nomination of candidates for election as directors for such nomination to be properly brought before the meeting.

#### Director Qualifications and Diversity

The Board seeks independent directors who represent a diversity of backgrounds and experiences that will enhance the quality of the Board's deliberations and decisions. Candidates should have substantial experience with one or more publicly traded companies or should have achieved a high level of distinction in their chosen fields. The Board is particularly interested in maintaining a mix that includes individuals who are active or retired executive officers and senior executives, particularly those with experience in the staffing and human resources industry, early-stage companies, strategic planning, business development, compensation, finance, accounting and banking.

In evaluating nominations to the Board, the Nominating and Corporate Governance Committee also looks for certain personal attributes, such as integrity, ability and willingness to apply sound and independent business judgment, comprehensive understanding of a director's role in corporate governance, availability for meetings and consultation on Company matters, and the willingness to assume and carry out fiduciary responsibilities. The Nominating and Corporate Governance Committee took these specifications into account in formulating and re-nominating its present Board members.

The current director candidates were recommended by management and nominated by the full Board.

#### Code of Ethical Conduct

We have adopted a code of ethics that applies to our executive officers, directors, employees and our subsidiaries. We posted our code of ethics on our web site at [www.staffing360solutions.com](http://www.staffing360solutions.com). In the event that we make any amendments to, or grant any waivers of, a provision of our Code of Ethical Conduct that applies to the principal executive officer, principal financial officer or principal accounting officer that requires disclosure under applicable SEC rules, we intend to disclose such amendment or waiver and the reasons therefor in a Form 8-K or in our next periodic report.

#### Conflicts of Interest

Members of our management are associated with other firms involved in a range of business activities. Consequently, there are potential inherent conflicts of interest in their acting as officers and directors of our Company. Although the officers and directors are engaged in other business activities, we anticipate they will devote an important amount of time to our affairs.

Our officers and directors are now and may in the future become shareholders, officers or directors of other companies, which may be formed for the purpose of engaging in business activities similar to ours. Accordingly, additional direct conflicts of interest may arise

in the future with respect to such individuals acting on behalf of us or other entities. Moreover, additional conflicts of interest may arise with respect to opportunities which come to the attention of such individuals in the performance of their duties or otherwise. Currently, we do not have a right of first refusal pertaining to opportunities that come to their attention and may relate to our business operations.

Our officers and directors are, so long as they are our officers or directors, subject to the restriction that all opportunities contemplated by our plan of operation which come to their attention, either in the performance of their duties or in any other manner, will be considered opportunities of, and be made available to us and the companies that they are affiliated with on an equal basis. A breach of this requirement will be a breach of the fiduciary duties of the officer or director. If we or the companies with which the officers and directors are affiliated both desire to take advantage of an opportunity, then said officers and directors would abstain from negotiating and voting upon the opportunity. However, all directors may still individually take advantage of opportunities if we should decline to do so. Except as set forth above, we have not adopted any other conflict of interest policy with respect to such transactions.

#### Board Leadership Structure and Risk Oversight

Our Chairman of the Board (the “Chairman”), who is a different individual from our CEO, presides at all meetings of the Board. The Chairman is appointed on an annual basis by majority vote of the directors, excluding the vote of the appointee.

Enterprise risks are identified and prioritized by management and each prioritized risk is assigned to a Board committee or the full Board for oversight as follows:

Full Board – Risks and exposures associated with strategic, financial and execution risks and other current matters that may present material risk to our operations, plans, prospects or reputation.

Audit Committee – Risks and exposures associated with financial matters, particularly financial reporting, tax, accounting, disclosure, internal control over financial reporting, financial policies, investment guidelines and credit and liquidity matters.

Nominating and Corporate Governance Committee – Risks and exposures relating to corporate governance and management and director succession planning.

Compensation Committee – Risks and exposures associated with leadership assessment, and compensation programs and arrangements, including incentive plans.

#### Review, Approval or Ratification of Transactions with Related Persons

The Board or a committee of the Board reviews issues involving potential conflicts of interest, and reviews and approves all related party transactions, including those required to be disclosed as a “related party” transaction under applicable federal securities laws. The Board has not adopted any specific procedures for conducting reviews of potential conflicts of interest and considers each transaction in light of the specific facts and circumstances presented. However, to the extent a potential related party transaction is presented to the Board, the Company expects that the Board would become fully informed regarding the potential transaction and the interests of the related party, and would have the opportunity to deliberate outside of the presence of the related party. The Company expects that the Board would only approve a related party transaction that was in the best interests of, and fair to, the Company, and further would seek to ensure that any completed related party transaction was on terms no less favorable to the Company than could be obtained in a transaction with an unaffiliated third party.

Compliance with Section 16(a) of the Exchange Act

Based solely upon a review of the Forms 3, 4 and 5 and amendments thereto furnished to the Company during its most recent fiscal year, the following directors, officers and persons beneficially owning greater than 10% of the Company's equity securities failed to timely file reports required by Section 16(a) of the Exchange Act during the most recent fiscal year or prior fiscal years.

Brendan Flood and Matthew Briand failed to timely file their Form 4 upon the exchange of warrants for Common Stock. David Faiman failed to timely file his Form 3 upon becoming an officer and his Form 4 upon the issuance of shares relating to his employment with the Company. The number of Forms 3, 4 and 5 and the number of transaction that were not filed timely are as follows: Brendan Flood (1 form, 1 transaction); Matthew Briand (1 form, 1 transaction); David Faiman (2 forms, 1 transaction).

11

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As of May 31, 2016, the Company believes that all historical and current Section 16(a) filings have now been filed with the Securities Exchange Commission.

12

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## PROPOSAL 1 — ELECTION OF DIRECTORS

### Nominees for Election

On October 25, 2016 the Board met and determined it was in the best interest of the Company to authorize the nomination of each of Brendan Flood, Matthew Briand, Dimitri Villard, Nicholas Florio and Jeff Grout for a new term. Under the Company's Articles of Incorporation and Bylaws, each director will be elected until the next year's annual meeting of stockholders and until his or her successor shall be elected and qualified, unless sooner displaced. If any nominee is unable to stand for election, which circumstance we do not anticipate, the Board may provide for a lesser number of directors or designate a substitute. In the latter event, shares represented by proxies may be voted for a substitute nominee.

If Proposal 2 is approved, then the Board will be divided into three classes of directors and the entire slate of directors will no longer be elected annually. For more information about the classified Board, see Proposal 2.

If a quorum is present at the Annual Meeting, then nominees will be elected by a majority of the votes cast in person or represented by proxy and entitled to vote at the meeting. There is no cumulative voting in the election of directors.

The following biographical information is furnished as to each nominee for election as a director:

Brendan Flood, Executive Chairman and Director. Mr. Flood has been the Executive Chairman and a director of the Company since January 7, 2014. Mr. Flood joined the company upon the sale of his business, Initio, where he was the Chairman and Chief Executive Officer, to the Company on January 3, 2014. He acquired Initio as part of a management buy-out, which he led, in January 2010. Prior to Initio, Mr. Flood worked in several staffing companies including Hudson Global Resources Inc. which he brought to the Nasdaq National Market on April 1, 2003, as a spin-off from Monsterworldwide Inc. His experience while at Monsterworldwide included many M&A transactions, operational management in both London and New York, and various senior financial roles. Mr. Flood graduated from Dublin City University in Ireland with a Bachelor of Arts Degree in Accounting and Finance. Mr. Flood's strong financial background and years of experience at major staffing firms like Monsterworldwide and Hudson Global Resources qualifies him to be the Executive Chairman and a director given the Company's core business in the staffing industry.

Matthew Briand, Chief Executive Officer, President and Director. Mr. Briand has been the Chief Executive Officer and a director of the Company since January 7, 2014, and became President of the Company effective January 1, 2015. Mr. Briand joined the Company as part of the sale of Initio to the Company. Within Initio Mr. Briand was the CEO of Monroe which was the material part of the Initio business. He has been in the staffing industry for 19 years and was appointed as the CEO of Monroe in January 2009. Between 2009 and 2013, he led an organic build of Monroe of approximately 200%. Mr. Briand is a graduate of Plymouth State University in New Hampshire. Mr. Briand's 19 years of extensive staffing industry experience and leadership as CEO of Monroe, the Company's largest subsidiary, qualifies him to be the Chief Executive Officer and a director given the Company's staffing industry focus.

Dimitri Villard, Director. Dimitri Villard has been a director of the Company since July 2012. Mr. Villard was Chairman and Chief Executive Officer of Peer Media Technologies, Inc., a public company Internet technology business, from February 2009 to December 2012. Peer Media Technologies, Inc. changed its name from ARTISTdirect, Inc. in May 2010. Prior to that, Mr. Villard served as Interim Chief Executive officer since March 6, 2008 and as a director since January 2005 until 2012. Mr. Villard has also served as President and a director of Pivotal BioSciences, Inc., a biotechnology company, since September 1998 to present. In addition, since January 1982 to present, he has served as President and director of Byzantine Productions, Inc. Previously, Mr. Villard was a director at the investment banking firm of SG Cowen and affiliated entities, a position he held from January 1997 to July 1999.

From 2004 to 2008, Mr. Villard served as Chairman of the Board of Dax Solutions, Inc., an entertainment industry digital asset management venture, and from July 2012 until September 2013, was a member of the board of directors of The Grilled Cheese Truck Company, a public company. He is also a member of the Executive Committee of the Los Angeles chapter of the Tech Coast Angels, a private venture capital group. Mr. Villard received a B.A. from Harvard University and a Master of Science degree from China International Medical University. He is the Chairman of the Company's Nominations and Corporate Governance Committee and also serves on the Compensation Committee and the Audit Committee. Mr. Villard's experience as an officer and/or director of several public companies, as well as an investment banker, qualifies him to be a director of the Company.

Jeff Grout, Director. Jeff Grout has been a director of the Company since February 2014. He is a successful business speaker, consultant and coach. His clients include Amazon, Deloitte, LinkedIn, British Airways, Barclays, Ernst & Young, Virgin, etc. Listed in the '100 Best Business Speakers in Britain', Jeff Grout is in considerable demand as a motivational business speaker, conference chairman and interviewer. Formerly U.K. Managing Director of Robert Half International, a leading international recruitment consultancy, and Business Manager to Sir Clive Woodward, Head Coach of the England Rugby Team, Mr. Grout is now an



independent business consultant specializing in leadership, people management, team building, peak performance, recruitment and retention issues. He has spoken at Henley Business School, Ashridge Management College, Cardiff Business School and the Danish Centre for Leadership. He holds a number of corporate advisory and executive coaching appointments and is also a successful business author. Jeff has written books on leadership, recruitment, career success, the psychology of peak performance and his father's first murder case. His eighth book entitled 'What You Need to Know about Leadership' was published in May 2011. Mr. Grout holds a Bachelor of Science (Economics) Degree from the London School of Economics and Political Science. Mr. Grout brings valuable Operational experience within the Staffing industry having grown the U.K. business of Robert Half International from \$1 million to \$100 million in sales and from 12 to 365 employees. He also identified and integrated a number of acquisitions of staffing businesses in the U.K. and continental Europe. He is the Chairman of the Company's Compensation Committee and also serves on the Nominating and Corporate Governance Committee. Mr. Grout's extensive staffing industry experience, including his role as former Managing Director of Robert Half International, qualifies him to be a director of the Company.

Nicholas Florio, Director. Nicholas Florio has been a director of the Company since May 2014. Mr. Florio provides business consulting and financial advice to a variety of closely held private businesses. He is an audit and accounting partner for Citrin Cooperman & Company, LLP and is located in the firm's New York City office. Mr. Florio has been with Citrin Cooperman & Company, LLP for over 23 years. With over 25 years of experience in the staffing and employment arena, Mr. Florio serves as the Practice Leader of the firm's Employment and Staffing area. Mr. Florio's experience in this area includes providing advice on corporate structuring; design of stock incentive and deferred compensation plans; merger and acquisition due diligence and consulting; among general business and tax advice. He is also a current member of the board of directors of both the New York Staffing Association ("NYSA") and New Jersey Staffing Association ("NJSA") and has been the President of the Industry Partner Group of NYSA for over 15 years. Mr. Florio is also a long-standing member of the Citrin Cooperman's Executive Committee. A graduate of Pace University, Mr. Florio is a member of the New York State Society of Certified Public Accountants ("NYSSCPA") as well as the American Institute of CPAs ("AICPA"). He is the Chairman of the Company's Audit Committee and also serves on the Nominating and Corporate Governance Committee. Mr. Florio's acute knowledge of financial and accounting matters, with a particular emphasis in the staffing industry through his role as audit and accounting partner for Citrin Cooperman, qualifies him to be a director of the Company.

#### Director Compensation Table

Name	Year	Fiscal Fees Earned or paid in cash (\$)(*)	Stock Awards	Option Awards (\$)(*)	Non-Equity Incentive Plan Compensation	Change in Pension Value and		Total (\$)
						Nonqualified Deferred Compensation	All Other	
Dimitri Villard (1)	2016	\$ 50,000	\$ 178,646	\$ 1,438	—	—	—	\$ 230,084
Jeff Grout (2)	2016	\$ 50,000	\$ 178,646	\$ 1,438	—	—	—	\$ 230,084
Nicholas Florio (3)								