

Teligent, Inc.
Form DEFR14A
April 11, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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 ☐ "

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

Teligent, 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):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

.. Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

1) Amount previously paid:

2) Form, Schedule or Registration Statement No:

3) Filing party:

4) Date Filed:

TELIGENT, INC.

105 Lincoln Avenue, PO Box 687

Buena, New Jersey 08310

Annual Meeting of Stockholders

May 21, 2019

Amendment No. 1 to

Proxy Statement

EXPLANATORY NOTE

This Amendment No. 1 to Schedule 14A (“Amendment No. 1”) is being filed to amend Teligent, Inc.’s (the “Company”) definitive proxy statement for its 2019 Annual Meeting of Stockholders (“Original Proxy Statement”), which was filed with the Securities and Exchange Commission on April 3, 2019, in order to correct an inadvertent omission contained in the proxy card. The updated proxy card reflects that for Proposal 4, an advisory vote on the approval of executive compensation as disclosed in the proxy statement, stockholders have the option to vote for “1 year,” “2 years,” “3 years” or “Abstain.”

All other items in the Original Proxy Statement remain unchanged.

**IF YOU HAVE ALREADY SUBMITTED YOUR PROXY, YOU DO NOT NEED TO TAKE ANY ACTION
UNLESS YOU WISH TO CHANGE YOUR VOTE.**

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to be held on May 21, 2019:**

This Amendment No. 1, the Original Proxy Statement, a sample of the form of proxy card, and a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, are available at <http://www.proxyvote.com>.

TELIGENT, INC. 105 LINCOLN AVENUE BUENA, NJ 08310 Investor Address Line 1 Investor Address Line 2
Investor Address Line 3 Investor Address Line 4 Investor Address Line 5 John Sample 1234 ANYWHERE STREET
ANY CITY, ON A1A 1A1 2345678 1234567 2345678 1234567 2345678 1234567 234567 VOTE BY INTERNET -
www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information
up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when
you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction
form. ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS If you would like to reduce the costs
incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy
cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the
instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy
materials electronically in future years. VOTE BY PHONE - 1-800-690-6903 Use any touch-tone telephone to
transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date.
Have your proxy card in hand when you call and then follow the instructions. VOTE BY MAIL Mark, sign and date
your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o
Broadridge, 51 Mercedes Way, Edgewood, NY 11717. NAME THE COMPANY NAME INC. – COMMON
CONTROL # SHARES 123,456,789,012.12345 THE COMPANY NAME INC. - CLASS A 123,456,789,012.12345
THE COMPANY NAME INC. - CLASS B 123,456,789,012.12345 THE COMPANY NAME INC. - CLASS
C 123,456,789,012.12345 THE COMPANY NAME INC. - CLASS D 123,456,789,012.12345 THE COMPANY
NAME INC. - CLASS E 123,456,789,012.12345 THE COMPANY NAME INC. - CLASS F 123,456,789,012.12345
THE COMPAN Y NAME INC. - 401 K 123,456,789,012.12345 TO VOTE, MARK BLOCKS BELOW IN BLUE
OR BLACK INK AS FOLLOWS: PAGE 1 OF 2 KEEP THIS PORTION FOR YOUR RECORDS THIS PROXY
CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY The
Board of Directors recommends you vote FOR the following: For Withhold For All All All Except To withhold
authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the
line below. 1. Election of Directors Nominees 0 0 0 01 Carole S. Ben-Maimon 02 John Celentano 03 Bhaskar
Chaudhuri 04 James C. Gale 05 Jason Grenfell-Gardner 06 Steven Koehler 07 Thomas J. Sabatino, Jr. The Board of
Directors recommends you vote FOR proposals 2 and 3. For Against Abstain 2. To ratify the selection of Deloitte &
Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31,
2019. 3. To approve by an advisory vote the compensation of the Company's named executive officers as disclosed in
the proxy statement. 0 0 00 0 0The Board of Directors recommends you vote "1 year" in proposal 4. 1 year 2 years 3
years Abstain 4. To approve by an advisory vote, the frequency of holding an advisory vote on compensation of our
named executive officers. NOTE: Such other business as may properly come before the meeting or any adjournment
thereof. Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or
other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a
corporation or partnership, please sign in full corporate or partnership name by authorized officer. JOB # 0 0 0 0
SHARES CUSIP # SEQUENCE # Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com TELIGENT, INC. Annual Meeting of Stockholders May 21, 2019 10:00 AM This proxy is solicited by the Board of Directors The stockholder(s) hereby appoint(s) Jason Grenfell-Gardner and Damian Finio, or either of them, as proxies, each with the power to appoint his/her substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of TELIGENT, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at the offices of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., 666 Third Avenue, New York, NY 10017 at 10:00 AM EDT on May 21, 2019, and any adjournment or postponement thereof. This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. Continued and to be signed on reverse side