

QUALSTAR CORP
Form DEFA14A
May 18, 2012

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

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
other than the Registrant

Filed by a Party

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 Section 240.14a-12

QUALSTAR 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):

- 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:

N/A

(2) Aggregate number of securities to which transaction applies:

N/A

- (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):

N/A

(4) Proposed maximum aggregate value of transaction:

N/A

(5) Total fee paid:

N/A

- o Fee paid previously with preliminary materials.
- o 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:

N/A

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

N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A

QUALSTAR CORPORATION

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On June 20, 2012 at 10:00 a.m., local time

Dear Qualstar Shareholders:

Notice is hereby given of a special meeting (the "Special Meeting") of the shareholders of Qualstar Corporation (the "Company") to be held on June 20, 2012 at 10 a.m., local time, at the Company's offices located at 3990-B Heritage Oak Court, Simi Valley, California 93063.

The Special Meeting was requested by BKF Capital Group, Inc. to consider and vote on the following matters:

1. A proposal to remove all current members of the Company's Board of Directors (the "Board").
2. A proposal to approve a resolution fixing the authorized number of directors of the Company at five.
3. The election of persons to fill any vacancies then existing on the Company's Board if the first proposal is approved.

The Board has fixed the close of business on May 23, 2012 as the record date for determining the shareholders entitled to notice of and to vote at the Special Meeting, and at any adjournment or postponement thereof.

The Company intends to file a proxy statement with the Securities and Exchange Commission in connection with the Special Meeting, which will be mailed to shareholders along with a white proxy card. We urge you not to take any action with respect to the Special Meeting and the proposals to be considered at the Special Meeting until such time as you have received, and had the opportunity to read, the Company's proxy statement.

FOR THE BOARD OF DIRECTORS

Nidhi H. Andalon, Secretary

Simi Valley, California, May 18, 2012

IMPORTANT INFORMATION / SOLICITATION PARTICIPANTS LEGEND

Qualstar Corporation intends to file a proxy statement with the Securities and Exchange Commission in connection with any shareholders' meeting that may be held, which will be mailed to shareholders along with a white proxy card. Qualstar Corporation and its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Qualstar Corporation in connection with any meeting of shareholders that may be held. Information regarding the interests of these directors and executive officers in connection with the matters to be voted on at any meeting that may be held will be included in the proxy statement filed by Qualstar Corporation in connection with any such meeting. In addition, Qualstar Corporation files annual, quarterly and special reports, proxy and information statements, and other information with the Securities and Exchange Commission. These documents are available, and the proxy statement, when it is filed, will be available free of charge at the Securities and Exchange Commission's web site at www.sec.gov or from Qualstar Corporation at www.qualstar.com. **SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT CAREFULLY WHEN IT IS AVAILABLE, AS IT WILL CONTAIN IMPORTANT INFORMATION THAT SHAREHOLDERS SHOULD CONSIDER BEFORE MAKING ANY VOTING OR INVESTMENT DECISION.**