

CVD EQUIPMENT CORP
Form DEF 14A
July 07, 2003

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CVD EQUIPMENT CORPORATION

1860 Smithtown Avenue
Ronkonkoma, New York 11779

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AUGUST 5, 2003

I am pleased to invite you to attend the 2003 Annual Meeting of shareholders of CVD Equipment Corporation which will be held at 10:00AM, Eastern Daylight Savings Time, on Tuesday, August 5, 2003. The meeting will be held at CVD Equipment Corporation headquarters located at 1860 Smithtown Avenue, Ronkonkoma, NY 11779 for the following purposes:

1. To elect four (4) directors for a term of one (1) year.
2. To ratify the appointment of Albrecht, Viggiano, Zurek & Co. as our independent public accountant and auditor for 2003.
3. To transact such other business as may properly come before the meeting.

We hope that you will participate in the annual meeting either by attending and voting in person or voting by proxy.

Only shareholders of record at the close of business on June 16, 2003 will be entitled to vote at the meeting and at all adjournments thereof.

A copy of the Company's 2002 Annual Report and 2003 first quarter 10-QSB Report, which is not part of the proxy soliciting material, is enclosed with this notice and proxy statement.

Whether or not you plan to attend the annual meeting in person, please sign, date and return your proxy promptly in the envelope provided. No postage is necessary if mailed within the United States. Giving your proxy will not affect your right to vote in person if you attend the meeting.

By Order of the Board of Directors

Sharon Canese
Chief Financial Officer and Secretary

Ronkonkoma, New York
June 23, 2003

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CVD EQUIPMENT CORPORATION
1860 Smithtown Avenue
Ronkonkoma, New York 11779

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS

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To be held August 5, 2003

Solicitation

This Proxy Statement is being mailed to all shareholders of record in connection with the solicitation of proxies by the Board of Directors of CVD Equipment Corporation (the "Company") for the annual meeting of shareholders to be held at the CVD Equipment Corporation headquarters, 1860 Smithtown Avenue, Ronkonkoma, NY 11779 at 10:00 AM, Eastern Daylight Savings Time, on Tuesday, August 5, 2003, and any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. Shares represented by properly executed proxies will be voted at the meeting, but a proxy may be revoked at any time prior to its exercise by written notice filed with the secretary of the Company or the acting secretary of the meeting or by oral notice to the presiding officer during the meeting. This proxy statement and the accompanying proxy card are being mailed on or about June 23, 2003 to the shareholders of the Company.

In addition to use of the mails, proxies may be solicited in person or by telephone or telegram by directors, officers and regular employees of the Company. All expenses of soliciting proxies will be paid by the Company. Upon request, the Company will reimburse brokers, dealers, banks, and voting trustees, or their nominees, for reasonable expenses incurred in forwarding copies of the proxy material and annual report to the beneficial owners of shares which such persons hold of record. The Company may also request other holders of record to forward copies to the beneficial owners, and reimburse them for reasonable forwarding expenses.

Voting Securities

Holders of Record of CVD Equipment Corporation Common Stock at the close of business on June 16, 2003, the record date fixed by the Board of Directors, are entitled to vote at the meeting. On June 16, 2003, the Company had 3,039,100 shares of Common Stock outstanding. Each holder of Common Stock is entitled to one vote in person or by proxy for each such share of Common Stock registered in his name on the above date. A number of the outstanding shares entitling the holders thereof to a majority of the votes of all the shares of the outstanding stock of the Company constitute a quorum.

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Voting

- (a) Election of Directors - Directors shall be elected by a majority of the votes cast at the Annual Shareholders Meeting by the holders of shares entitled to vote in the election.
- (b) Approval of Albrecht, Viggiano, Zurek & Co. as independent public accountant and auditor, approval by a majority of the votes cast at the Annual Shareholders Meeting by the holders of shares entitled to vote in the election.
- (c) All other matters voted upon at the Annual Shareholders Meeting shall be authorized by a majority of the votes cast at the Annual Shareholders Meeting by the holders of shares entitled to vote thereon.

Principal Stockholders

The following table sets forth as of February 28, 2003 information concerning the beneficial ownership of the voting stock of the Company by (i) each person who is known by the Company to beneficially own more than 5%

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of such securities, (ii) each director or nominee who owns any shares of the Common Stock, (iii) all directors and officers as a group:

| Title of Class | Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percentage of Class Outstanding as of 2/28/2003 |
|--|--|--|--|
| Common Stock | Leonard A. Rosenbaum 1860 Smithtown Avenue Ronkonkoma, NY 11779 | 1,300,450 (1) | 42.8% |
| Common Stock | Martin J. Teitelbaum 329 Middle Country Road Smithtown, NY 11787 | 26,000 (2) | * |
| Common Stock | Alan H. Temple, Jr. 10 Harrison Circle Pittsford, NY 14534 | 196,000 (3) | 6.4% |
| All Directors and Officers as a group (three persons) | | 1,522,450 | 50.1% |