

Vislink Technologies, Inc.
Form DEFA14A
April 23, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

**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 §240.14a-12

VISLINK TECHNOLOGIES, 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:

240 S. PINEAPPLE AVENUE, SUITE 701

SARASOTA, FL 43236

(941) 953-9035

IMPORTANT NOTICE REGARDING RATIFICATION
OF PROPOSALS APPROVED
AT PREVIOUS ANNUAL
STOCKHOLDER MEETINGS

The Notice of Annual Meeting and Proxy Statement
are available at: <https://www.cstproxy.com/vislink/2019>

**WE ARE NOT ASKING YOU FOR A PROXY, AND
YOU ARE REQUESTED NOT TO SEND US A PROXY**

To Stockholders of Record of Vislink Technologies, Inc. (f/k/a xG Technology, Inc.) as of April 10, 2015 (the “2015 Annual Meeting Record Date”), April 15, 2016 (the “2016 Annual Meeting Record Date”), and April 19, 2017 (the “2017 Annual Meeting Record Date”):

NOTICE IS HEREBY GIVEN that:

On April 30, 2019, Vislink Technologies, Inc. (f/k/a xG Technology, Inc.), a Delaware corporation (“**Company**”), will be holding its 2019 annual meeting of stockholders (the “**Annual Meeting**”), at which stockholders of record as of the close of business on March 18, 2019 (the “**Record Date**”), will vote on various proposals. Among other proposals, such stockholders will vote on the ratification of certain proposals that were approved by stockholders at an annual meeting of stockholders held by the Company on June 1, 2015, June 9, 2016, or June 15, 2017. The ratifications (the “**Ratifications**”) are as follows:

- a. To ratify the approval of the establishment of the Company’s 2015 Employee Stock Purchase Plan;
- b. To ratify the approval of the establishment of the Company’s 2015 Incentive Compensation Plan;
- c. To ratify the approval of the establishment of the Company’s 2016 Employee Stock Purchase Plan (the “**2016 ESPP**”);
- d. To ratify the approval of the establishment of the Company’s 2016 Incentive Compensation Plan (the “**2016 ICP**”);
- e. To ratify the amendment to the 2016 ESPP to increase the authorized value of shares of Common Stock available for sale under the 2016 ESPP from \$3.5 million to \$7 million;
- f. To ratify the amendment to the Company’s 2016 ICP to increase the authorized value of shares of Common Stock available for issuance under the 2016 ICP from \$3.5 million to \$7 million; and
- g. To ratify the approval of the establishment of the Company’s 2017 Incentive Compensation Plan.

More information regarding the Ratifications can be found in the Company’s proxy statement that was filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on March 19, 2019 (the “**Proxy Statement**”), which is available at the following link:

<https://www.sec.gov/Archives/edgar/data/1565228/000149315219003591/0001493152-19-003591-index.htm>.

Capitalized terms used but not defined herein shall have the respective meanings given to them in the Proxy Statement. You may also read and copy, at the SEC’s prescribed rates, any document we file with the SEC at the SEC’s Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. You can call the SEC at 1-800-SEC-0330 to obtain information on the operation of the Public Reference Room.

WE ARE NOT ASKING YOU FOR A PROXY OR CONSENT AND YOU ARE REQUESTED NOT TO SEND US A PROXY OR CONSENT WITH RESPECT TO THE MATTERS SET FORTH HEREIN.

No action is required by you. This Notice is being provided to you pursuant to Section 204 of the Delaware General Corporation Law (the “**DGCL**”) for the purpose of informing all stockholders of record as of each of the 2015 Annual Meeting Record Date, the 2016 Annual Meeting Record Date, and the 2017 Annual Meeting Record Date of the actions described above before they take effect, including without limitation, the Ratifications. Under Section 204 of the DGCL, stockholders of record as each of the 2015 Annual Meeting Record Date, the 2016 Annual Meeting Record Date, and the 2017 Annual Meeting Record Date, other than holders whose identities or addresses cannot be determined from our records, are being given notice of the Annual Meeting, but are not entitled to attend the Annual Meeting or vote on any matter presented at the Annual Meeting unless they were also holders of Common Stock as of the Record Date.

You are urged to read the Proxy Statement in its entirety for a description of the action taken by the Company's stockholders.

April 22, 2019 By Order of the Board of Directors,

/s/ Susan Swenson

Name: Susan Swenson

Title: Chairman of the Board of Directors

