

STARRETT L S CO  
Form DEF 14A  
August 25, 2017  
**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**

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 Pursuant to Rule 14a-12

**THE L.S. STARRETT COMPANY**

**(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.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed: \_\_\_\_\_

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**THE L.S. STARRETT COMPANY**

**121 Crescent Street**

**Athol, Massachusetts 01331**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**OCTOBER 18, 2017**

NOTICE IS HEREBY GIVEN that the Annual Meeting of the stockholders of The L.S. Starrett Company (the “Company”) will be held at the Company’s offices at 121 Crescent Street, Athol, Massachusetts 01331, on Wednesday, October 18, 2017, at 2:00 p.m. for the following purposes:

1. To elect a class of three directors, each to hold office for a term of three years and until his successor is chosen and qualified;
2. To hold a non-binding advisory vote on the compensation of named executive officers;
3. To hold a non-binding advisory vote on the frequency of future advisory votes on compensation of named executive officers;
4. To approve The L. S. Starrett Company 2017 Employees’ Stock Purchase Plan;
5. To reapprove the material terms of the performance goals under The L. S. Starrett Company 2012 Long-Term Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code; and
6. To ratify the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for fiscal 2018; and
7. To consider and act upon any other matter that may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed August 18, 2017 as the record date for the determination of stockholders entitled to vote at the Annual Meeting, or any adjournments thereof, and to receive notice thereof. The transfer books of the Company will not be closed.

You are requested to execute and return the enclosed proxy, which is solicited by the management of the Company.

/s/ STEVEN A. WILCOX, *Clerk*

Athol, Massachusetts

**August 25, 2017**

WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE ANNUAL MEETING, PLEASE DATE, SIGN AND PROMPTLY RETURN THE ENCLOSED FORM OF PROXY IN THE ENCLOSED STAMPED AND ADDRESSED ENVELOPE OR, ALTERNATIVELY, COMPLETE YOUR PROXY BY TELEPHONE OR OVER THE INTERNET AS DESCRIBED IN THE ENCLOSED INSTRUCTIONS. IF YOU DESIRE TO VOTE YOUR SHARES IN PERSON AT THE ANNUAL MEETING, YOUR PROXY WILL BE RETURNED TO YOU.

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**Important Notice Regarding the Availability of Proxy Materials for the Stockholders' Meeting to be held on October 18, 2017. The Notice of Annual Meeting, Proxy Statement and Annual Report are available at:**

Proxy: <http://www.starrett.com/u?Proxy>

Annual Report: [http://www.starrett.com/u?Annual\\_Report](http://www.starrett.com/u?Annual_Report)

**If your shares are held in “street name” in a stock brokerage account or by a bank or other nominee, you must provide your broker with instructions on how to vote your shares in order for your shares to be voted on important matters presented at the Annual Meeting. If you do not instruct your broker on how to vote, your shares will not be voted on these matters.**

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**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS**

**OF**

**THE L.S. STARRETT COMPANY**

**121 CRESCENT STREET**

**ATHOL, MASSACHUSETTS 01331**

The enclosed form of proxy and this Proxy Statement have been mailed to stockholders on or about September 11, 2017 in connection with the solicitation by the Board of Directors of The L.S. Starrett Company (the “Company”) of proxies for use at the Annual Meeting of Stockholders to be held at the Company’s offices at 121 Crescent Street, Athol, Massachusetts 01331, on Wednesday, October 18, 2017, at 2:00 p.m., or at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders.

It is the intention of the persons named as proxies to vote shares represented by duly executed proxies for the proposals described in this Proxy Statement unless contrary specification is made. Any such proxy may be revoked by a stockholder at any time prior to the voting of the proxy by a written revocation received by the Clerk of the Company, by properly executing and delivering a later-dated proxy, or by attending the meeting, requesting return of the proxy and voting in person. **A proxy, when executed and not so revoked, will be voted at the meeting, including any adjournments thereof; and if it contains any specifications, it will be voted in accordance therewith. If no choice is specified, proxies will be voted in favor of the proposals described in this Proxy Statement.**

Stockholders of record at the close of business on August 18, 2017 are entitled to vote at this meeting. On that date, the Company had outstanding and entitled to vote 6,219,238 shares of Class A Common Stock (the “Class A Stock”) and 764,545 shares of Class B Common Stock (the “Class B Stock” and together with the Class A Stock, the “Common Stock”). Each outstanding share of Class A Stock entitles the record holder thereof to one vote and each outstanding share of Class B Stock entitles the record holder thereof to ten votes. The holders of Class A Stock are entitled to elect 25% of the Company’s directors to be elected at each meeting and such holders voting together with the holders of Class B Stock as a single class are entitled to elect the remaining directors to be elected at the meeting. Except for the

foregoing and except as provided by law, all actions submitted to a vote of stockholders will be voted on by the holders of Class A Stock and Class B Stock voting together as a single class. The Company's Board of Directors is divided into three classes with one class to be elected at each annual meeting of stockholders.

## **I. ELECTION OF DIRECTORS**

The Board of Directors has fixed the number of directors at seven and designated Russell D. Carreker, Christopher C. Gahagan and Thomas J. Riordan to serve as Class I Directors; Douglas A. Starrett and David A. Lemoine to serve as Class II Directors; and Richard B. Kennedy and Terry A. Piper to serve as Class III Directors; and, in the case of each director, until his successor is chosen and qualified.

It is the intention of the persons named in the proxy to vote for the election of the three persons named below as Class I Directors, each to hold office for a term of three years and until his successor is chosen and qualified.

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The names and ages as of August 18, 2017 of the nominees for director proposed by the Board of Directors, their principal occupations, the significant business directorships they hold, and the years in which they first became directors of the Company are as follows:

<b>Name (Age)</b>	<b>Principal Occupation During Last Five Years and Directorships</b>	<b>Director Since</b>
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**Class I—Director to be elected by Class A Stockholders:**

Since 2011, President and CEO of Neenah Enterprises, Inc., a designer and manufacturer of castings and forgings. From 2007-2011, President and Chief Operating Officer of Terex Thomas Corporation, a NYSE-listed global construction company. From 1996-2007, Executive Vice J. President of SPX Corporation, a NYSE-listed multinational capital goods manufacturer. Riordan From 1979-1996 various management positions with four manufacturing companies. His (61) experience will provide the company with a deep understanding of the key issues facing manufacturers in the 21<sup>st</sup> century as well as how to manage the regulatory requirements of a publicly traded company.

**Class I—Director to be elected by Class A & B Stockholders:**

Since 2015, Managing Partner of C3 Investment Properties, a commercial real estate investment company. From 2012-2015, President of Starrett-Bytewise, a technology company that designs and manufactures laser measurement systems, and from 1995 to 2012, Russell D. CEO of Bytewise Measurement Systems. Prior to 1995, Vice President of Credit Card Carreker Operations at Columbus Bank and Trust Company. Mr. Carreker brings a deep (53) understanding of the management skills and issues facing an independent entrepreneur and management of a small subsidiary in a public company corporate environment. His experience will enable the Board to better understand technology applications in metrology and how best to grow small, potential high-growth subsidiaries.

Since 2015, President and CEO of Symbotic LLC, an early stage company focused on automation technology for the warehouse and distribution industry. From 2009-2015, Senior Christopher Vice President of Avid Technologies, a technology company that develops hardware and C. software for digital media. From 2002-2009, Senior Vice President of EMC Corporation, a Gahagan designer and manufacturer of computer hardware and software. Prior to 2002, software (53) architect and software designer and developer positions with large software companies. His experience will provide a stronger technology base for both the Board and management and facilitate how the company can integrate software into our products and processes.

The following table sets forth the names and ages as of August 18, 2017 of the Class II and Class III Directors continuing in office, their positions and offices with the Company, if applicable, their principal occupations, the significant business directorships they hold, the years in which they first became directors of the Company and the years that their current term in office expires:

Name (Age)	Principal Occupation During Last Five Years and Directorships	Director Since	Term Expires
<b>Class II— Directors:</b>			
David A. Lemoine (69)	<p>Until retirement in 2010, Audit Partner, Deloitte &amp; Touche LLP (“D&amp;T”), Boston, MA (1985-2010), Partner-in-charge of D&amp;T’s audit Boston practice (1995-2000). From 1980-1985, Senior Vice President, Finance &amp; Administration, Briox Technologies, Inc., Worcester, MA. As a former partner of a large multi-national audit practice he brings to the Board extensive knowledge and experience in accounting and auditing matters, financial reporting and internal controls and Securities and Exchange Commission (the “SEC”) matters. Mr. Lemoine has served on the Board of Directors of Insulet Corporation (NASDAQ) since February 2016 and is Chairman of its Audit Committee and a member of the Nominating, Governance and Risk Committee. We believe Mr. Lemoine’s financial acumen makes him well suited to lead our audit committee and qualifies him to serve on the Board.</p>	2010	2018
Douglas A. Starrett (65)	<p>Since 2001, President and Chief Executive Officer of the Company; prior to 2001, President of the Company. Mr. Starrett started his career with the Company in 1976 as an apprentice toolmaker and has been promoted to positions of increasing responsibility in engineering, operations and management. We believe Mr. Starrett’s broad exposure to both domestic and international operations and markets provides an in-depth understanding of our business and its culture and qualifies him to serve on the Board.</p>	1984	2018

Name (Age)	Principal Occupation During Last Five Years and Directorships	Director Since	Term Expires
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**Class III—Director to be elected by Class A Stockholders:**

Richard B. Kennedy (74)	From 2004 until retirement in June 2013, President and Chief Executive Officer, Worcester Regional Chamber of Commerce, Worcester, Massachusetts. From 2002 to 2004, Associate Principal and Market Strategy Consultant, Frank Lynn & Associates, Chicago, Illinois. From 2000 to 2001, Executive Vice President and Director of GlobalBA.com, a start-up serving the chemical industry. Until 1999, Vice President Marketing, Saint-Gobain Abrasives, Worcester, Massachusetts, a producer of abrasive products. Mr. Kennedy's career at Saint Gobain spanned sales and marketing in both domestic and international markets. We believe his deep understanding of distribution channels and his geo-political savvy qualifies him to serve on the Board.	1996	2019
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**Class III—Director to be elected by Class A & B Stockholders:**

Terry A. Piper (72)	Chairman, President and Chief Executive Officer of Precision Steel Warehouse, Inc., Franklin Park, Illinois, a wholesale steel service center. Mr. Piper began his career at Precision Steel Warehouse in 1961 and has served in a series of progressively more responsible positions culminating in the position of CEO in 1999. We believe that, as a head of a subsidiary of the Berkshire Hathaway Co., his practical experience and best-in-practice expertise qualifies him to serve on the Board.	2003	2019
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The following table sets forth the names and ages as of August 18, 2017 of directors not continuing in office, their positions and offices with the Company, if applicable, their principal occupations, the significant business directorships they hold, the years in which they first became directors of the Company and the years that their current term in office expires:

Name (Age)	Principal Occupation During Last Five Years and Directorships	Director Since	Term Expires
<b>Class I Directors:</b>			
Ralph G. Lawrence (74)	Until retirement in 2003, President and Chief Operating Officer, Hyde Manufacturing Company, a producer of hand tools and specialty machine blades. With his experience at Hyde Manufacturing, Mr. Lawrence brings a deep understanding of the retail, construction and hardware trades to the Board. We believe his diverse working career spanning both sales and operations qualifies him to serve on the Board.	2003	2017
Salvador de Camargo, Jr. (71)	President, Starrett Industria e Comercio Ltda, (Brazil), a wholly-owned subsidiary of the Company. Mr. de Camargo is a respected leader who began his career with the Company's Brazilian subsidiary in 1963. He has participated in the emergence of Brazil from a developing to a developed economy while rising through the ranks of the Company's Brazilian subsidiary to the position of President in 2006. We believe his breadth of international experience and knowledge qualifies him to serve on the Board.	2007	2017
Stephen F. Walsh (71)	Since 2005, until his retirement in June 2015, Senior Vice President Operations of the Company; From 2001-2005, Vice President Operations of the Company; Mr. Walsh retired from his management position with the Company effective June 30, 2015; however, he will remain on the Board of Directors through fiscal 2017. Prior to 2001, Mr. Walsh was President of the Silicon Carbide Division of Saint-Gobain Industrial Ceramics, a producer of ceramic and abrasive products. Mr. Walsh holds a Master's level professional director certification from the American College of Corporate Directors. Mr. Walsh is a strong leader with a deep understanding of manufacturing operations and the industrial markets that the Company serves. We believe his strategic experience dealing with issues facing a multi-national business qualifies him to serve on the Board.	2005	2017

The Board of Directors has determined that Messrs. Kennedy, Lawrence, Gahagan, Lemoine, Piper and Riordan are “independent” directors, as defined by the applicable New York Stock Exchange rules.

### **Director’s Competency**

Our directors play a critical role in overseeing the strategic direction and management of the Company. Board candidates are considered based on a broad breadth of professional skills, experiences, and financial acumen. They must possess a global perspective, personal integrity, sound judgment, and social and community awareness. However, in selecting qualified and competent directors, it is important to understand that our Company is a manufacturing business. Therefore, we look for candidates that have expertise and in-depth knowledge in the manufacturing field and our distribution channels. As a small public company, we also look for Board members who possess specific work experiences that augment areas where we may have limited expertise.

Collectively our current and newly elected members of the Board meet all the above criteria. The Board of Directors believes that the composition of the Board provides a good balance between the business expertise and the appropriate social perspective to ensure that the business is operating with concern for the long-term interest of our stockholders, employees, and the community. Our directors have demonstrated that they have the time to devote to Board activities and to execute their fiduciary duties to the Company and its shareholders.

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## **GENERAL INFORMATION RELATING TO THE BOARD OF DIRECTORS AND ITS COMMITTEES**

The Board of Directors held five regular meetings and one special meeting during the fiscal year ended June 30, 2017 (“fiscal 2017”). Each of the Company’s directors attended at least 75% of the aggregate of all meetings of the Board and of all committees on which he was a member. In addition, the Company’s non-management directors met in executive session without management participation five times during fiscal 2017. As described in the Company’s Corporate Governance Policy, the Board of Directors has not formally selected a director to preside over the executive sessions of the non-management directors. Instead, at each executive session, the non-management directors designate a presiding director, or chair, for the session. A regular Board meeting is traditionally held immediately following the Annual Meeting but the Board does not have a policy requiring the attendance by the directors at the Annual Meeting. All of the directors then in office attended the 2016 Annual Meeting, which was held on October 12, 2016.

Douglas A. Starrett currently serves as Chief Executive Officer and Chairman of the Board of Directors. Mr. Starrett has worked for the Company for the past forty-one years. The Board believes that Mr. Starrett’s breadth of experience and unique understanding of the corporate culture are important assets in executing the duties of Chief Executive Officer and Chairman. The advantage of the combined duties contributes to more effective and streamlined implementation of strategy and creates direct accountability. The Board believes that Mr. Starrett’s in-depth knowledge of manufacturing and the industrial markets, combined with his international experience, allow Mr. Starrett to provide strong leadership and direction for the Company. Whether the same leadership structure will be selected when our Chief Executive Officer’s tenure with the Company ends is a matter that the Board feels should be evaluated at that time in light of the skills and experience of the Chief Executive Officer and other relevant considerations.

The role of the Board in managing risk at the Company is to have ultimate oversight for the risk management process. Management has day-to-day responsibility for the identification and control of risk facing the Company including timely identifying, monitoring, mitigating and managing those risks that could have a material effect on the Company. Further, management has the responsibility to report these risks as they arise to the Board and its committees and the Company’s auditors. The Board has delegated certain risk assessment responsibilities to its audit committee (the “Audit Committee”), its compensation committee (the “Compensation Committee”), its corporate governance and nominating committee (the “Corporate Governance and Nominating Committee”) and its executive committee (the “Executive Committee”). The responsibilities of each of these committees are described below.

During fiscal 2017, the members of the Audit Committee were Messrs. Kennedy, Lemoine (Chair), and Lawrence. Mr. Lawrence is not standing for re-election to the Board at the Annual Meeting and will resign from the Board when his current term ends at the Annual Meeting. It is expected that Mr. Riordan, if elected as a director at the Annual Meeting, will replace Mr. Lawrence on the Audit Committee. The Board of Directors has determined that each current member of the Audit Committee as well as Mr. Riordan is independent, as defined by the applicable New York Stock Exchange rules. In general, the Audit Committee recommends to the Board the independent auditors to be selected and confers with the Company’s independent auditors to review the audit scope, the Company’s internal controls,

financial reporting issues, results of the audit and the range of non-audit services. Also see section “IV. Relationship with Independent Auditors” below. The Audit Committee also oversees the Company’s internal audit function. The Board has adopted a written charter for the Audit Committee, which is available on the Company’s website at [www.starrett.com](http://www.starrett.com).

The members of the Compensation Committee during fiscal 2017 were Messrs. Kennedy (Chair), Piper and Lawrence. Mr. Lawrence is not standing for re-election to the Board at the Annual Meeting and will resign from the Board when his current term ends at the Annual Meeting. It is expected that Mr. Gahagan, if elected as a director at the Annual Meeting, will replace Mr. Lawrence on the Compensation Committee. The Board of Directors has determined that each member of the Committee as well as Mr. Gahagan is independent, as defined by the applicable New York Stock Exchange rules. The function of the Compensation Committee is to review the compensation of key management personnel and to set the Chief Executive Officer’s compensation. The Board has adopted a written charter for the Compensation Committee, which is available on the Company’s website at [www.starrett.com](http://www.starrett.com).

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The members of the Corporate Governance and Nominating Committee during fiscal 2017 were Messrs. Kennedy, Lawrence (Chair), Lemoine and Piper. Mr. Lawrence is not standing for re-election to the Board at the Annual Meeting and will resign from the Board when his current term ends at the Annual Meeting. It is expected that Mr. Riordan, if elected as a director at the Annual Meeting, will replace Mr. Lawrence on the Corporate Governance and Nominating Committee and Mr. Piper will serve as chair of the Corporate Governance and Nominating Committee. The Board of Directors has determined that each member of the Corporate Governance and Nominating Committee as well as Mr. Riordan is independent, as defined by the applicable New York Stock Exchange rules. The Corporate Governance and Nominating Committee is responsible for recommending to the Board nominees for director and for the Company's corporate governance practices. The Corporate Governance and Nominating Committee recommends to the Board individuals as director nominees who, in the opinion of the Committee, have high personal and professional integrity, have experience that is of particular relevance to the Company, have sufficient time available to devote to the affairs of the Company, and who will be effective, in conjunction with the other nominees and members of the Board, in collectively serving the long-term best interests of the stockholders. The Board has adopted a written charter for the Corporate Governance and Nominating Committee, which is available on the Company's website at [www.starrett.com](http://www.starrett.com).

The Corporate Governance and Nominating Committee's process for identifying and evaluating director candidates, including candidates recommended by stockholders, includes actively seeking to identify qualified individuals by reviewing lists of possible candidates, such as executive officers of public companies, considering proposals from a number of sources, such as the Board of Directors, management, employees, stockholders, industry contacts and outside search firms. The Committee has adopted a policy with respect to submission by stockholders of candidates for director nominees, which is available on the Company's website at [www.starrett.com](http://www.starrett.com). The Committee will consider up to two candidates each year recommended by stockholders under this policy. Any stockholder or group of stockholders (referred to in either case as a "Nominating Stockholder") that, individually or as a group, have beneficially owned at least 5% of the Company's voting power for at least one year prior to the date the Nominating Stockholder submits a candidate for nomination as a director may submit in writing one candidate to the Committee for consideration at each stockholder meeting at which directors are to be elected but not later than the 120th calendar day before the first anniversary of the date that the Company released its proxy statement to stockholders in connection with the previous year's annual meeting. Recommendations should be sent to The L.S. Starrett Company, Attention: Clerk, 121 Crescent Street, Athol, Massachusetts 01331. The recommendation must include specified information about and the consent and agreement of the candidate. There are no differences in the manner in which the Committee evaluates candidates for director whether an individual is recommended by a stockholder or otherwise. The Committee will determine whether to interview any candidates and may seek additional information about candidates from third-party sources. In addition, stockholders may nominate individuals for election as director at the Company's next annual meeting in accordance with the procedures described in Section 3.11 of the Company's By-laws.

The members of the Executive Committee during fiscal 2017 were Messrs. Starrett, Kennedy and O'Brien. The Executive Committee may exercise most Board powers during the period between Board meetings.

Beginning in fiscal 2013, annual compensation for outside directors on committees changed from an activity-based to a role-based retainer. The annual retainer for each outside director for fiscal 2016 was as follows: David A. Lemoine \$42,000; Richard B. Kennedy \$40,000; Ralph G. Lawrence \$39,000; and Terry A. Piper \$37,000. Non-management



directors are paid a retention fee of \$37,000. Non-management directors who serve as committee chairpersons receive additional amounts for their service as chairpersons. In fiscal 2017, Mr. Lemoine, the Audit Committee chair, Mr. Kennedy, the Compensation Committee chair, and Mr. Lawrence, the Corporate Governance and Nominating Committee chair, were paid an additional \$5,000, \$3,000, and \$2,000, respectively, for serving as chairperson of a committee. Non-management directors may elect to defer part or all of their director's compensation, in which event such deferred compensation and interest thereon will generally be payable in four equal installments after they cease to be a director.

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The Board of Directors as a whole evaluates and approves any transactions with related parties. The Company has not adopted a written policy or procedure used to evaluate and approve transactions with related parties. Instead, transactions are considered by the Board of Directors at meetings or through written consents.

In the fourth quarter of fiscal 2016, Mr. Guilherme Camargo was appointed Operations Manager of Armco do Brasil S.A. (Armco). Armco is the largest supplier of steel to our subsidiary in Brazil. Mr. Camargo is the son of Salvador de Camargo, Jr., who is the president of our subsidiary in Brazil and a member of the board of directors. The Company made annual purchases from Armco of \$5.1 million, \$3.2 million and \$4.1 million in fiscal 2017, 2016 and 2015, respectively. The purchases were executed at arms-length. The Company had accounts payable of \$0.2 and \$0.0 million as of June 30, 2017 and June 30, 2016, respectively.

There have not been any transactions, or proposed transactions, during the last two fiscal years, to which the Company was or is to be a party, in which any director or executive officer of the Company, any nominee for election as a director, any security holder owning beneficially more than 5% of the Common Stock of the Company, or any member of the immediate family of the aforementioned persons had or is to have a direct or indirect material interest.

#### **A. Audit Committee Report**

The Audit Committee operates in accordance with a written charter adopted by the Board and reviewed annually by the Audit Committee. The Audit Committee is responsible for overseeing the quality and integrity of the Company's accounting, auditing and financial reporting practices. It is composed solely of members who are independent, as defined by the applicable rules of the New York Stock Exchange and under Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Further, Mr. Lemoine is an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission (the "SEC"). The Audit Committee is chaired by Mr. Lemoine, who is a certified public accountant and is a retired partner of a large public accounting firm.

Management has the primary responsibility for the financial statements and the financial reporting process. Management is also responsible for assessing and maintaining the effectiveness of internal controls over the financial reporting process in compliance with Sarbanes-Oxley Section 404 requirements. The Audit Committee oversees the Company's financial reporting process and internal controls on behalf of the Board. In this regard, the Audit Committee helps to ensure the independence of the Company's auditors, its internal audit function, and the integrity of management and the adequacy of disclosure to shareholders. Representatives of the Company's independent auditors, Grant Thornton LLP, and financial management and other management personnel have unrestricted access to the Audit Committee.

The Company's independent auditors are responsible for auditing the Company's annual financial statements and expressing an opinion as to whether the statements are fairly stated in conformity with accounting principles generally accepted in the United States. In addition, the Company's independent auditors are responsible for auditing the Company's internal controls over financial reporting. The Company's independent auditors perform their responsibilities in accordance with the standards of the Public Company Accounting Oversight Board.

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For fiscal 2017, management, Grant Thornton LLP and the Audit Committee met six times including meetings to discuss the Company's annual and quarterly earnings reports and financial statements prior to each public release of such reports or statements.

With respect to fiscal 2017, the Audit Committee met prior to the issuance of the Company's Annual Report on Form 10-K, to:

review and discuss the audited financial statements with the Company's management;  
discuss with Grant Thornton LLP the matters required to be discussed by Statement on Auditing Standard No. 1301, *Communications with Audit Committees Concerning Independence*;  
discuss with Grant Thornton LLP its independence and receive from Grant Thornton LLP the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding Grant Thornton LLP's communications with the Audit Committee concerning independence.

Based upon these reviews and discussions, the Audit Committee recommended that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2017 for filing with the SEC.

The Audit Committee has considered and determined that the provision of the non-audit services provided by Grant Thornton LLP is compatible with maintaining the auditor's independence and in accordance with Company policy to limit non-audit service fees to be no more than the total audit fee.

The Audit Committee has appointed Grant Thornton LLP as the independent registered public accounting firm of the Company for fiscal 2018 and intends to submit such recommendation to the Company's stockholders for ratification (but not for approval) at the Company's 2017 Annual Meeting.

Audit Committee

David A. Lemoine, Chairman

Richard B. Kennedy

August 25, 2017 Ralph G. Lawrence

This report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended (the "Securities Act") or under the Exchange Act, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under the Securities Act and the Exchange Act and

shall not be deemed soliciting material.

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