

DAXOR CORP
Form DEF 14A
May 22, 2018

DAXOR CORPORATION

350 FIFTH AVENUE, SUITE 4740

NEW YORK, NY 10118

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD JUNE 27, 2018

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of DAXOR CORPORATION (the “Company”) will be held at the principal office of the Company, 350 Fifth Avenue (Empire State Building), Suite 4740, New York, New York 10118, on Wednesday, June 27, 2018 at 10:00 a.m., Eastern Daylight Time, for the following purposes, all of which are more particularly described in the accompanying Proxy Statement dated May 18, 2018.

1. To elect a board of six directors, each to serve for a term of one year or until his successor shall have been duly elected and qualified.
2. To ratify the appointment of WithumSmith+Brown, PC as the independent registered public accounting firm for the Company for the year ending December 31, 2018.
3. Advisory vote on executive compensation.

By Order of the Board of Directors,

Diane M. Meegan

Corporate Secretary

May 22, 2018

IF YOU DO NOT EXPECT TO BE PRESENT AT THE MEETING AND WISH YOUR SHARES TO BE VOTED, PLEASE SIGN, DATE AND MAIL THE ACCOMPANYING FORM OF PROXY AS PROMPTLY AS POSSIBLE IN THE ENCLOSED ENVELOPE.

Important Notice Regarding the Availability of Proxy Materials for the

Stockholder Meeting to be held on June 27, 2018

This Proxy Statement and copies of the Company's most recent N-CSR to stockholders are available, without charge, to a shareholder upon request by contacting John Wilkens at 350 Fifth Avenue (Empire State Building), Suite 4740, New York, New York 10118 or at www.Daxor.com.

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PROXY STATEMENT

DAXOR CORPORATION

350 Fifth Avenue, Suite 4740

New York, NY 10118

The accompanying proxy is solicited by and on behalf of Daxor Corporation's (the "Company") Board of Directors (the "Board") for use at our Annual Meeting of Stockholders to be held at our principal office, 350 Fifth Avenue, Suite 4740, New York City, New York 10118, on Wednesday, June 27, 2018 at 10:00 a.m., Eastern Daylight Time, or any adjournment or postponement thereof ("Annual Meeting"). Stockholders of record at the close of business on May 4, 2018 will be entitled to vote at the meeting. The mailing of the Notice of Annual Meeting of Stockholders, this Proxy Statement and the accompanying proxy card will take place on or about May 22, 2018.

ABOUT THE MEETING

What is the purpose of the Annual Meeting?

At our Annual Meeting, stockholders will act upon the matters outlined in the accompanying notice of meeting, including the election of directors. In addition, our management will report on our performance during 2017 and respond to questions from the stockholders.

Who is entitled to vote?

Only stockholders of record at the close of business on the record date, May 4, 2018, are entitled to receive notice of the Annual Meeting and to vote the shares of common stock that they held on that date at the Annual Meeting, or at any time and date to which the Annual Meeting may be properly adjourned or postponed. Each outstanding share entitles its holder to cast one vote on each matter to be voted upon.

What constitutes a quorum?

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum, permitting the meeting to conduct its business. As of the record date, May 4, 2018, 3,728,719 shares of our common stock were outstanding. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the Annual Meeting.

How do I vote?

We will solicit proxies by mail. Arrangements will be made with brokerage houses and other custodians, nominees, and fiduciaries to forward solicitation material to the beneficial owners of the shares held of record by such persons, and we will reimburse them for the reasonable out-of-pocket expenses incurred by them in doing so.

Can I change my vote after I submit my proxy card?

The shares represented by the accompanying proxy will be voted as directed with respect to the election of directors or, if no direction is indicated, will be voted in favor of election as directors of the nominees listed below. The shares will be voted as directed with respect to the ratification of the independent registered public accounting firm, or, if no direction is indicated, will be voted in favor of ratification. Each proxy executed and returned by a stockholder may be revoked at any time hereafter by giving written notice of such revocation to our Corporate Secretary, except as to any matter or matters upon which, prior to such revocation, a vote shall have been cast pursuant to the authority conferred by such proxy.

What are the Board's recommendations?

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendation of the Board of Directors. The Board's recommendation is set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote for election of the nominated slate of directors and for the ratification of the independent registered public accounting firm.

Our Board of Directors, on the recommendation of its audit committee consisting of a majority of independent directors, has selected the firm of WithumSmith+Brown, PC Certified Public Accountants, as the principal accountants for the current fiscal year. They have served in such capacity since 2016. The audit committee continues to recommend a vote for WithumSmith+Brown, PC to serve as our independent auditors.

What is our policy with respect to Board member attendance at the Annual Meeting?

Board members are encouraged to attend the Annual Meeting.

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COMMON STOCK AND EQUITY OWNERSHIP OF DIRECTORS

On May 4, 2018, we had issued and outstanding 3,728,719 shares of common stock, par value \$.01 per share, each of which entitled the holder to one vote. Voting is not cumulative.

As of the record date, the dollar range of shares of the Company beneficially owned by the Estate of Joseph Feldschuh is over \$100,000. As of the record date, the dollar range of shares of the Company beneficially owned by Bernhard Saxe is \$1-\$10,000. As of the record date, the dollar range of shares of the Company beneficially owned by James Lombard is \$10,001-\$50,000. As of the record date, the dollar range of shares of the Company beneficially owned by Martin S. Wolpoff is \$10,001-\$50,000. As of the record date, the dollar range of shares of the Company beneficially owned by Edward Feuer is \$1-\$10,000. As of the record date, the dollar range of shares of the Company beneficially owned by Michael Feldschuh is over \$100,000. As of the record date, the dollar range of shares of the company beneficially owned by Jonathan Feldschuh is over \$100,000.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors and persons who beneficially own more than ten percent of our common stock to file reports concerning the ownership of our equity securities with the Securities and Exchange Commission and us. Based solely on a review of the copies of such forms furnished to us, we believe that all reports required by Section 16(a) to be filed by our insiders were filed on a timely basis.

Item 1. Election of the Board of Directors

Stockholders are being asked to elect six directors to serve on our Board of Directors, to hold office until the next annual meeting or until their successors shall have been duly elected and shall have qualified. The proxies will vote all proxies received "FOR" the election as directors of the nominees listed below if no direction to the contrary is given. In the event that any nominee is unable to serve, the proxy solicited herewith may be voted, at the discretion of the management, for the election of another person in his stead. The Board of Directors knows of no reason to anticipate that this will occur.

Directors and Officers

The management of the Company is the responsibility of the Board of Directors. None of the directors who are not “interested persons” of the Company (as defined in the Investment Company Act of 1940) has ever been an employee of, or consultant to, the Company or its affiliates. Our officers serve annual terms and are elected on an annual basis.

The Board of Directors has an audit committee. The Board does not have a standing compensation committee or a nominating committee or a charter with respect to the process for nominating directors for election to our Board of Directors. We qualify as a “controlled company” under NYSE MKT rules, as the Estate of Joseph Feldschuh, M.D. controls more than 50% of the Company’s voting power, as evidenced by the company’s ownership records. As a result, the NYSE MKT continued listing standards do not require us to have a nominating committee, compensation and stock option committee, or a written charter. In light of our status as a controlled company, our Board determined not to have an independent nominating function, and chose to have the full Board be directly responsible for nominating members of our Board, and not to have a compensation committee. Accordingly, should the interests of our controlling stockholder differ from those of other stockholders, the other stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance rules for the NYSE MKT.

The Company will consider nominees recommended in writing by a stockholder (other than stockholder recommendations of himself or herself) to serve as Directors. The recommendation must contain: (i) the name, address and telephone number of, and number of shares owned by, the stockholder (or group of stockholders), and the related account name, number and broker or account provider name; and (ii) if any such stockholder was not a record owner of the shares at the time the recommendation was submitted, verification acceptable in form and substance to the Company of the stockholder's ownership of shares at the time the recommendation was made. Stockholders and members of our Board can submit nominees for election to our Board of Directors to Michael Feldschuh for his consideration at 350 Fifth Avenue, Suite 4740, New York, New York 10118.

The names and business addresses of our nominees, their principal occupations and other affiliations during the past five years, the number of portfolios each oversees and other directorships they hold, or have held during the past five years, are set forth below. Michael Feldschuh is an "interested person" of the Company because he is the President and Chief Executive Officer of Daxor. Jonathan Feldschuh is an "interested person" because he is the Chief Scientific Officer. There is no "Fund Complex" as defined in the Investment Company Act of 1940.

Name, Address and Age	Position(s) Held with Company	Term of Office and Length of Time Served	Principal Occupation(s) During Past Five Years	Number of Portfolios Overseen by Director	Other Directorships Held (during past five years) by Director
"Noninterested Persons"					
James Lombard 350 Fifth Avenue (Empire State Building), Suite 4740 New York, New York 1018	Director	One year term, Director since 1989	Director of Administrative Services Division, New York City Council (Retired).	None	None
Age: 83 Martin S. Wolpoff 350 Fifth Avenue (Empire State Building), Suite 4740 New York, New York 1018	Director	One year term, Director since 1989	Educational Consultant, Director, Administration Community School District (Retired).	None	None
Age: 75 Edward Feuer 350 Fifth Avenue (Empire State Building), Suite 4740 New York, New York 1018	Director	One year term, Director since 2016	Managing Partner, Feuer & Orlando	None	None

Age: 62

Bernhard Saxe, Esq.
350 Fifth Avenue (Empire
State Building), Suite 4740
New York, New York 1018

Director	One year term, Director since 2008	Partner, Foley & Lardner LLP (Retired 2/04), Registered Patent Attorney.	None	None
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Age: 83

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Name, Address and Age	Position(s) Held with Company	Term of Office and Length of Time Served	Principal Occupation(s) During Past Five Years	Number of Portfolios Overseen by Director	Other Directorships Held (during past five years) by Director
<p>“Interested Persons”</p> <p>Michael Feldschuh 350 Fifth Avenue (Empire State Building), Suite 4740 New York, New York 10118</p> <p>Age: 48</p>	Director	One year term, Director since 2013	Executive Vice President Chairman, President, CEO	One	None
<p>Jonathan Feldschuh 350 Fifth Avenue (Empire State Building), Suite 4740, New York, New York 10118</p> <p>Age 53</p>	Director	One year term, Director since 2017	Chief Scientific Officer	None	None

Board Leadership Structure

The Board of Directors is currently comprised of six members, four of whom are independent or disinterested persons, which means that they are not “interested persons” of the Company as defined in Section 2(a)(19) of the Investment Company Act of 1940. If the nominees are elected, the Board will be comprised of six members, four of whom will be independent directors. The Board has general oversight responsibility with respect to the operation of the Company, and has established an audit committee to assist the Board in performing its oversight responsibilities.

As Chairman of the Board, Michael Feldschuh is the presiding officer at all meetings of the Board of Directors. We do not have a lead independent director. We have determined that our leadership structure is appropriate given the size and structure of the Company.

Audit Committee

The audit committee operates pursuant to a Charter approved by the Board of Directors, a copy of which is available on our website. The Charter sets forth the responsibilities of the audit committee. The functions of the audit committee include, among others, to meet with the independent registered public accounting firm of the Company to review the scope of the Company's audit, the Company's financial statements and internal accounting controls, and to meet with management concerning these matters, internal audit activities and other matters. The audit committee currently consists of Edward Feuer, James Lombard and Martin Wolpoff, all of whom are considered independent under the rules promulgated by The NYSE MKT and, in addition, are not "interested persons" of the Company as defined in Section 2(a)(19) of the Investment Company Act. Edward Feuer serves as Chairperson of the audit committee and has been designated as the audit committee Chairperson of the audit committee and has been designated as the audit committee financial expert under the Sarbanes-Oxley Act. There were no items brought before the Audit Committee in 2017. Please see "Item 2: Ratification of Selection of Independent Registered Public Accounting Firm" for a discussion regarding the audit committee's report.

Board's Risk Oversight Role

The day-to-day management of various risks relating to our administration and operation is the responsibility of management and other service providers retained by the Board of Directors or by management, most of whom employ professional personnel who have risk management responsibilities. The Board of Directors oversees this risk management function consistent with and as part of its oversight duties. The Board of Directors performs this risk management oversight function directly and, with respect to various matters, through its committees. The Board of Directors has been advised that it is not practicable to identify all of the risks that may impact the Company or to develop procedures or controls that are designed to eliminate all such risk exposures, and that applicable securities law regulations do not contemplate that all such risks be identified and addressed.

The Board of Directors has overseen our development and administration of a compliance program that meets the requirements of Rule 38a-1 promulgated under the Investment Company Act of 1940, and the development and administration of a code of ethics program that meets the requirements of Rule 17j-1 promulgated under the Investment Company Act of 1940. The Board meets regularly with our Chief Compliance Officer on all aspects of our compliance requirements.

Qualifications of the Directors

Michael Feldschuh, Jonathan Feldschuh, Edward Feuer, Bernhard Saxe, James Lombard and Martin Wolpoff each take a conservative and thoughtful approach to addressing issues facing the Company. Information indicating certain of the specific experience and qualifications of each of these directors relevant to the Board's belief that they should serve in this capacity is provided in the table above. This combination of skills and attributes led to the conclusion that each of Messrs. Michael Feldschuh, Jonathan Feldschuh, Edward Feuer, James Lombard, Bernhard Saxe, and Martin Wolpoff should serve as a director.

In making independent determinations, the Board observes all criteria for independence established by the Securities and Exchange Commission, The NYSE MKT, and other governing laws and regulations. The Board has determined that each of the directors (other than Michael Feldschuh and Jonathan Feldschuh) (i) is "independent" within the definitions contained in the current The NYSE MKT listing standards and our Corporate Governance Guidelines; and has no other "material relationship" with the Company that could interfere with his ability to exercise independent judgment. The Board has determined that Edward Feuer qualifies as an "audit committee financial expert" as defined by the Securities and Exchange Commission. In addition, the Board has determined that each member of the audit committee meets the additional independence standards for audit committee members.

Board Compensation

In June 2017, the outside directors who attended the annual meeting were paid \$1,000 each for the meeting and a Board meeting which took place on the same day. Every director who attended the dial-in meeting was paid \$375 for each Board meeting which took place respectively in March, September and December 2017.

The compensation paid to current and former directors in 2017 is set forth in the following table. There is no “Fund Complex” as defined in the Investment Company Act of 1940.

Name of Person, Position	Aggregate Compensation From Company	Pension or Retirement Benefits Accrued As Part of Company Expenses	Annual Benefits Upon Retirement	Total Compensation Paid to Director
Interested Persons:				
Michael Feldschuh, Director	\$ 100,000	None	None	\$ 100,000
Jonathan Feldschuh, Director	\$ 127,920	None	None	\$ 127,920
Noninterested Persons:				
James Lombard, Director	\$ 2,125	None	None	\$ 2,125
Martin S. Wolpoff, Director	\$ 2,125	None	None	\$ 2,125
Edward Feuer, Director	\$ 1,750	None	None	\$ 1,750
Bernhard Saxe, Esq., Director	\$ 2,125	None	None	\$ 2,125

Required Vote

Stockholders elect directors by a plurality of the votes cast by shares which are entitled to vote in the election, assuming a quorum is present. For this purpose, “plurality” means that the nominees receiving the largest number of votes from the stockholders will be elected as directors. Abstentions and broker non-votes (if any) will be counted as votes present for purposes of determining whether a quorum is present. Assuming a quorum is present, any shares that do not vote, whether by abstention, broker non-vote or otherwise, will not affect the election of directors.

Recommendation

The Board of Directors recommends that the stockholders vote **FOR** the election of the nominees to serve as directors. **Shares represented by executed but unmarked proxies will be voted FOR the election of all of the nominees.**

ITEM 2: RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC

ACCOUNTING FIRM

The audit committee selected WithumSmith+Brown, PC as an independent registered public accounting firm, to audit our consolidated financial statements for the year ending December 31, 2018, and requests that the stockholders ratify such selection. If stockholders do not ratify the selection of WithumSmith+Brown, PC the audit committee will reconsider the selection.

If you submit a proxy to us, it will be voted as you direct. ***If, however, you submit a proxy without specifying voting directions, it will be voted in favor of ratifying WithumSmith+Brown, PC as our independent registered public accounting firm.*** If your shares are held in “street name” by your broker, nominee, fiduciary or other custodian, your broker, nominee, fiduciary or other custodian may choose to vote for you on the ratification of the appointment of WithumSmith+Brown, PC as independent registered public accountants for the Company, even if you do not provide voting instructions to such nominee.

Representatives of WithumSmith+Brown, PC are not expected to be present at the Annual Meeting.

Report of Audit Committee

The committee submits the following report pursuant to SEC rules:

The committee has reviewed and discussed with management and with WithumSmith+Brown, PC the audited financial statements of the Company for the year ended December 31, 2017 (the “Financial Statements”).

Has advised the management of the Company and the committee that it has discussed with them all the matters required to be discussed by Statement of Auditing Standards No. 114, which include among other items, matters related to the conduct of the audit of the Financial Statements.

The committee has received the written disclosures and the letter required by PCOAB Rule 3526, “Communication with Audit Committees Concerning Independence” (which relates to the auditor’s independence from the Company and its related entities) from WithumSmith+Brown, PC. It has discussed WithumSmith+Brown, PC’s independence with them.

Based upon the aforementioned review, discussions and representations of WithumSmith+Brown, PC and the unqualified audit opinion presented by WithumSmith+Brown, PC on the Financial Statements, the committee recommended to the Board of Directors that the Financial Statements be included in the Company’s Annual Report on Form N-CSR, and that WithumSmith+Brown, PC be selected as the independent registered public accounting firm for the Company for the year ending December 31, 2018.

Members of the Audit Committee:

Edward Feuer

James Lombard

Martin S. Wolpoff

Fees Paid to WithumSmith+Brown, PC

We have engaged WithumSmith+Brown, PC to perform audit services, audit-related services, tax services and other services during the past fiscal year as of December 31, 2017. "Audit services" refer to performing an audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years. "Audit-related services" refer to the assurance and related services by the principal accountant that are reasonably related to the performance of the audit. "Tax services" refer to professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning. The following table details the aggregate fees billed or expected to be billed for past two fiscal years for audit fees, audit-related fees, tax fees and other fees by the principal accountant.

	2017	2016
Audit Fees	\$55,000	\$97,902
Audit Related	20,000	23,000
Tax Fees	15,500	19,500
All Other Fees	0	0
Total Fees	\$90,500	\$140,402