

IRADIMED CORP  
Form DEF 14A  
April 30, 2019

**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 (Amendment No. )**

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

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

**IRADIMED CORPORATION**

(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.
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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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**IRADIMED CORPORATION**  
**1025 Willa Springs Drive, Winter Springs, FL 32708**

Dear Stockholder:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders of IRADIMED CORPORATION which will be held on Friday, June 14, 2019, 10:00 am, local time, at 1025 Willa Springs Drive, Winter Springs, Florida 32708, which is the location of our offices.

The Annual Meeting of the Company is being held for the following purposes:

1. To elect the following persons to serve as directors:

Roger Susi,

Monty Allen,

Anthony Vuoto; and

James Hawkins

2. To ratify the appointment of RSM US LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2019; and

3. To transact such other business as may properly come before the meeting or any adjournments thereof.

*The board of directors recommends a vote FOR the director nominees listed above and for the ratification of RSM US LLP as the independent registered public accounting firm of the Company.*

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Additional details regarding the meeting and the business to be conducted are described in the accompanying proxy statement.

Whether or not you plan to attend the meeting, we encourage you to vote as soon as possible to ensure that your shares are represented at the meeting. The proxy statement explains more about proxy voting, so please read it carefully.

As a final note, on behalf of the Board, I would like to thank director Jonathan Kennedy, who is not standing for re-election for another term, for his counsel and guidance. His services benefitted the Board and the Company.

We look forward to your continued support.

Sincerely,

*/s/ Roger E. Susi*

Roger E. Susi  
*President and Chief Executive Officer*

April 30, 2019

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It is important that your shares be represented at the 2019 Annual Meeting of Stockholders regardless of the number of shares you hold. Whether or not you expect to attend the meeting in person, please complete, date, sign and return the accompanying proxy in the enclosed envelope to ensure the presence of a quorum at the meeting.

If you have voted by proxy, and you attend the meeting, you may, if you prefer, revoke your proxy and vote your shares in person. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you will not be permitted to vote in person at the meeting unless you first obtain a legal proxy issued in your name from the record holder.

This proxy statement is dated April 30, 2019 and is going to be first mailed to stockholders of IRADIMED CORPORATION on or about May 10, 2019. This proxy statement contains information on matters to be voted upon at the 2019 Annual Meeting of Stockholders or any adjournments of that meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on Friday, June 14, 2019 at 1025 Willa Springs Drive, Winter Springs, Florida 32708, which is the location of our offices.**

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**PROXY STATEMENT FOR THE  
2019 MEETING OF STOCKHOLDERS**

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IRADIMED CORPORATION ( we, us, our, IRADIMED, or the Company ) is providing these proxy materials in connection with the 2019 Annual Meeting of Stockholders of IRADIMED CORPORATION (the 2019 Meeting ). This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the 2019 Meeting.

**QUESTIONS AND ANSWERS ABOUT THE 2019 MEETING**

**Q: When and where is the 2019 Meeting?**

A: The 2019 Meeting is being held at 1025 Willa Springs Drive, Winter Springs, Florida 32708, at 10:00 am, local time on Friday, June 14, 2019. Driving directions to the 2019 Meeting may be obtained by contacting the Company at (407) 677-8022.

**Q: Who is entitled to vote at the 2019 Meeting?**

A: Holders of IRADIMED CORPORATION common stock, par value \$0.0001 per share ( Common Stock ), at the close of business on April 18, 2019, the record date for the 2019 Meeting (the Record Date ) established by our board of directors (the Board ), are entitled to receive notice of the 2019 Meeting (the Meeting Notice ), and to vote their shares at the 2019 Meeting and any related adjournments or postponements. The Meeting Notice, proxy statement and form of proxy are expected to be mailed to stockholders on or about May 10, 2019.

As of the close of business on the Record Date, there were 11,145,055 shares of our Common Stock outstanding and entitled to vote. Holders of our Common Stock are entitled to one vote per share at the 2019 Meeting. Holders of the Common Stock are collectively referred to herein as the Company's stockholders. At the 2019 Meeting, there are a total of 11,145,055 possible votes with respect to the outstanding shares of capital stock entitled to vote at the Meeting.

**Q: Who can attend the 2019 Meeting?**

A: Admission to the 2019 Meeting is limited to:

- stockholders as of the close of business on the Record Date, April 18, 2019;
- holders of valid proxies for the 2019 Meeting; and
- our invited guests.

Each stockholder may be asked to present valid picture identification such as a driver's license or passport and proof of stock ownership as of the Record Date.

**Q: Can I vote my shares by filling out and returning the Meeting Notice?**

A: No. The Meeting Notice identifies the items to be voted on at the 2019 Meeting, but you cannot vote by marking the Meeting Notice and returning it.

**Q: What is the difference between a stockholder of record and a stockholder who holds stock in street name?**

A: If your shares are registered in your name as evidenced and recorded in the stock ledger maintained by the Company and our transfer agent, you are a stockholder of record. If your shares are held in the name of your broker, bank or other nominee, these shares are held in street name.

If you are a stockholder of record and you have requested printed proxy materials, we have enclosed a proxy card for you to use. If you hold your shares in street name through one or more banks, brokers or other nominees, you will receive the Meeting Notice, together with voting instructions, from the third party or parties through which you hold your shares. If you requested printed proxy materials, your broker, bank or other nominee has enclosed a voting instruction card for you to use in directing the broker, bank or other nominee regarding how to vote your shares.

**Q: What are the quorum requirements for the 2019 Meeting?**

A: The presence in person or by proxy of a majority in voting interest of the shares entitled to vote at the 2019 Meeting constitutes a quorum. Your shares will be counted as present at the 2019 Meeting for purposes of determining whether there is a quorum if a proxy card has been properly submitted by you or on your behalf, or you vote in person at the 2019 Meeting. Abstaining votes and broker non-votes are counted for purposes of establishing a quorum.

**Q: What matters will the stockholders vote on at the 2019 Meeting?**

The stockholders will vote on the following proposals:

- *Proposal 1. Election of Directors.* To elect four members of our Board, each to hold office until the next annual meeting of stockholders or until such director's successor shall have been duly elected and qualified, including Roger Susi, our Chief Executive Officer, who, if so elected, will be appointed by the Board to serve as Chairman of the Board, Monty Allen, Anthony Vuoto, and James Hawkins.
- *Proposal 2. Ratification of Independent Registered Public Accounting Firm.* To ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm.

**Q: What vote is required to approve these proposals?**

A: Provided a quorum is present, the following are the voting requirements for each proposal:

- *Proposal 1. Election of Directors.* Each of the four nominees who receive the affirmative vote of the holders of a majority of the Common Stock having voting power present in person or represented by proxy shall be elected.



- *Proposal 2. Ratification of Independent Registered Public Accounting Firm.* The Company's independent registered public accounting firm, RSM US LLP, will be ratified upon the affirmative vote of the holders of a majority of the Common Stock having voting power present in person or represented by proxy.

**Q: What are the Board's voting recommendations?**

A: Our Board recommends that you vote your shares:

- **FOR** the four directors nominated by our Board as directors, each to serve until the next annual meeting of stockholders or until such director's successor shall have been duly elected and qualified; and
- **FOR** the ratification of RSM US LLP as the Company's independent registered public accounting firm.

**Q: How do I vote?**

A: You may vote by any of the following methods:

- *In person.* Stockholders of record and beneficial stockholders with shares held in street name may vote in person at the 2019 Meeting. If you hold shares in street name, you must obtain a proxy from the stockholder of record authorizing you to vote your shares and bring it to the meeting along with proof of beneficial ownership of your shares. A photo I.D. is required to vote in person.

- *By mail.* If you elected to receive printed proxy materials by mail, you may vote by signing and returning the proxy card provided. Please allow sufficient time for mailing if you decide to vote by mail.
- *By internet or telephone.* Stockholders who hold their shares beneficially in street name through a nominee (such as a bank or broker) may be able to vote by telephone, the Internet or mail. You should follow the instructions you receive from your nominee to vote those shares. If you are a stockholder who owns shares through a nominee and attends the Annual Meeting, you should bring a letter from your nominee identifying you as the beneficial owner of the shares and acknowledging that you will vote your shares.

**Q: How can I change or revoke my vote?**

A: You may change your vote as follows:

- *Stockholders of record.* You may change or revoke your vote by submitting a written notice of revocation to IRADIMED CORPORATION, 1025 Willa Springs Drive, Winter Springs, FL 32708, Attention: Chris Scott, Corporate Secretary, or by submitting another proxy card before the conclusion of the 2019 Meeting. For all methods of voting, the last vote cast will supersede all previous votes.
- *Beneficial owners of shares held in street name.* You may change or revoke your voting instructions by following the specific directions provided to you by your bank, broker or other nominee.

**Q: What if I do not specify a choice for a matter when returning a proxy?**

A: Your proxy will be treated as follows:

- *Stockholders of record.* If you are a stockholder of record and you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion for any other matters properly presented for a vote at the meeting.
- *Beneficial owners of shares held in street name.* If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that

holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is referred to as a broker non-vote.

**Q: Which ballot measures are considered routine or non-routine ?**

A: The election of directors (Proposal 1 ) is considered to be a non-routine matter under applicable rules. The confirmation of RSM US LLP as the Company's independent registered public accounting firm (Proposal 2 ) is considered a routine matter. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposal 1.

**Q: Could other matters be decided at the 2019 Meeting?**

A: As of the date of the filing of this proxy statement, we were not aware of any matters to be raised at the 2019 Meeting other than those referred to in this proxy statement. If other matters are properly presented at the 2019 Meeting for consideration, the proxy holders for the 2019 Meeting will have the discretion to vote on those matters for stockholders who have submitted a proxy card.

**Q: How are proxies solicited and what is the cost?**

A: We will incur and bear all expenses connected with the solicitation of proxies. In addition to solicitation by mail, our directors, officers and employees may solicit proxies from stockholders by email, telephone, letter, facsimile or in person. Following the original mailing of the Meeting Notice, we will request brokers, custodians, nominees and other record holders to forward their own notice and, upon request, to forward copies of the proxy statement and related soliciting materials to persons for whom they hold shares of our capital stock and to request authority for the exercise of proxies. In such cases, upon the request of the record holders, we will reimburse such holders for their reasonable expenses. We do not intend to engage a proxy solicitation firm to assist us in soliciting proxies.

**Q: What are the implications of being an emerging growth company?**

A: We are an emerging growth company under applicable federal securities laws and therefore permitted to take advantage of certain reduced public company reporting requirements. As an emerging growth company, we provide in this Proxy Statement the scaled disclosure permitted under the Jumpstart Our Business Startups Act of 2012 (or the JOBS Act ) including the compensation disclosures required of a smaller reporting company, as that term is defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934 (or the Exchange Act ). In addition, as an emerging growth company, we are not required to conduct votes seeking approval, on an advisory basis, of the compensation of our named executive officers or the frequency with which such votes must be conducted. We anticipate that starting December 31, 2019, we will no longer be an emerging growth company and after that date we will no longer be able to avail ourselves of these exemptions.

**Q: What should I do if I have questions regarding the 2019 Meeting?**

A: If you have any questions about the 2019 Meeting, would like to obtain directions to be able to attend the 2019 Meeting and vote in person, or would like additional copies of any of the documents referred to in this proxy statement, you should call us at (407) 677-8022.

**PROPOSAL 1**

**ELECTION OF DIRECTORS**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE DIRECTOR-NOMINEES.**

**General**

At the 2019 Meeting, a board of four directors will be elected, each to hold office until a succeeding annual meeting of stockholders or until such director's successor shall have been duly elected and qualified (or, if earlier, such director's removal or resignation from our Board). Information concerning all director nominees is contained in this proxy statement. Roger Susi, Monty Allen, and Anthony Vuoto are incumbent directors of the Company.

**Board Recommendation**

The Board unanimously recommends a vote FOR each nominee.

The four nominees receiving the highest number of votes will be elected. This Proposal 1 is a non-discretionary or non-routine item, meaning that brokerage firms cannot vote shares in their discretion on behalf of a client if the client has not given voting instructions. Accordingly, if you hold your shares in street name and fail to instruct your broker to vote your shares, your shares will not be counted as votes cast on this Proposal 1.

**PROPOSAL 2**

**RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE TO RATIFY THE REAPPOINTMENT OF RSM US LLP.**

Our stockholders are being provided the opportunity to ratify the Board's appointment of RSM US LLP as the Company's independent registered public accounting firm to perform independent audit services for the fiscal year ending December 31, 2019.

**General**

Our Audit Committee of the Board of Directors has appointed RSM US LLP to examine our financial statements for 2019. The selection of RSM US LLP as the independent registered public accounting firm for 2019 is being presented to our stockholders for ratification at the 2019 Meeting. Representatives of RSM US LLP are expected to be present at the 2019 Meeting.

During the fiscal years ended December 31, 2018, 2017, and 2016, there were no disagreements with RSM US LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of RSM US LLP, would have caused it to make reference to the subject matter of the disagreements in connection with its report. During the fiscal years ended December 31, 2018, 2017, and 2016 there were no reportable events of the type required to be disclosed by Item 304(a)(1)(v) of Regulation S-K.

**Audit and Non-Audit Fees**

The following table sets forth the aggregate fees billed or expected to be billed to our company for professional services rendered by our independent registered public accounting firm, for the fiscal years ended December 31, 2018 and 2017:

	2018		2017
Audit Fees	\$ 191,000	\$	188,348
Audit-Related Fees			
Tax Fees			
All Other Fees			
Total Fees	\$ 191,000	\$	188,348

Audit Fees. Consist of fees billed for professional services rendered for the audits of our financial statements, reviews of our interim financial statements included in quarterly reports, services performed in connection with regular filings with the Securities and Exchange Commission and other services that are normally provided by our independent registered public accounting firm for the fiscal years ended December 31, 2018 and 2017, in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. None.

Tax Fees. None.

All Other Fees. Represent amounts billed in each of the years presented for services not classifiable under the other categories listed in the table above.

**Policy on Pre-Approval by Audit Committee of Services Performed by Independent Registered Public Accounting Firm**

On April 14, 2014 we adopted an Audit Committee Charter which requires the Audit Committee to pre-approve all audit and non-audit services provided by our independent registered public accounting firm. All of the services and fees since the adoption of our Audit Committee Charter were reviewed and approved by our Audit Committee before the respective services were rendered.

**Vote Required for Approval**

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The foregoing Proposal 2 will be approved upon the affirmative vote of the holders of a majority of the Common Stock having voting power present in person or represented by proxy.

### **Board Recommendation**

The Board unanimously recommends a vote **FOR** the ratification of RSM US LLP as its independent registered public accounting firm for fiscal year 2019.



**BOARD OF DIRECTORS AND EXECUTIVE OFFICERS**

Our executive officers, our current directors, and our director nominees who have been nominated for election as directors at the Annual Meeting, the positions held by them and their ages as of April 30, 2019 are as follows:

<b>Name</b>	<b>Age</b>	<b>Position(s)</b>
Roger Susi	65	Chairman of the Board, Chief Executive Officer, President, Director and director nominee, Chairman of the Board nominee
Chris Scott	48	Chief Financial Officer and Corporate Secretary
John McCreery	64	Chief Operating Officer
Brent Johnson	59	Executive Vice President of Worldwide Sales
Francis Casey	64	Vice President of Regulatory and Quality Assurance
Steve Nardi	57	Vice President of Manufacturing
Louis Waldman	63	Controller
Monty Allen (1)(2)	66	Director and director nominee
Anthony Vuoto (1)(2)	68	Director and director nominee
Jonathan Kennedy (1)(2)	48	Director
James Hawkins	63	Director nominee

- 
- (1) Member of the Audit Committee
- (2) Member of the Compensation Committee

**Information Concerning Directors and Nominees**

**Roger Susi. Nominee.** Mr. Susi is the founder of our Company and has served as our Chief Executive Officer and President and a director from inception. He has over 35 years of management experience in the medical device industry, including as a founder, Chairman and Chief Executive Officer of Invivo Research Inc., a medical device company and the predecessor to Invivo Corporation, which established MRI-safe patient monitoring. Mr. Susi served as a director of Invivo Corporation from 1998 through 2000 and as President of Invivo Research Inc. from 1979 through 1998. Mr. Susi is a biomedical engineer and received a B.S. in Biomedical Engineering from Case Western Reserve University in 1977. We believe Mr. Susi's extensive experience in the medical device industry and intimate knowledge of our Company as one of our founders qualify him to serve as Chairman of our Board of Directors.

**Monty Allen. Nominee.** Mr. Allen has served as a member of our Board of Directors since January 2014. Mr. Allen served as Chief Financial Officer, Secretary and Treasurer of LENSAR, Inc., a medical device business from 2005 through 2011 and continued to serve LENSAR in other capacities until 2016. From 2011 to present, Mr. Allen has served several other businesses as a consultant. Mr. Allen has more than 40 years of accounting and finance experience including service as Chief Financial Officer of three publicly-held companies in biotech, medical and optical technologies. Mr. Allen is a licensed CPA in Florida. Mr. Allen received a B.S. in Accounting and International Business from Florida State University in 1974 and an M.B.A. in General Management from Harvard University in 1978. We believe that Mr. Allen's experience and expertise in the fields of accounting and finance

qualify him to serve on our Board of Directors.

**Anthony Vuoto. *Nominee.*** Mr. Vuoto was appointed to our Board of Directors in March 2016. From 2009 to February 2016, Mr. Vuoto was General Manager of Retail Payment Solutions at US Bank. Throughout his career, Mr. Vuoto has held senior leadership positions in several financial institutions and has focused on operations, treasury, investor relations, business development, financial planning and reporting. Mr. Vuoto received an A.B. in Economics from Princeton University in 1973 and an M.B.A. in Finance from the Wharton Graduate School of Business in 1975. We believe that Mr. Vuoto's experience and expertise in the fields of strategy and organizational development qualifies him to serve on our Board of Directors.

**Jonathan Kennedy.** Mr. Kennedy was appointed to our Board of Directors in June 2016. Mr. Kennedy currently serves as Executive Vice President, General Manager and Chief Financial Officer of Natus Medical Incorporated. Before joining Natus, Mr. Kennedy was Senior Vice President and Chief Financial Officer of Intersil Corporation, a global semiconductor manufacturer, since 2009. Prior to that, he was Intersil's Corporate Controller since 2005 and Director of Finance since 2004. Before joining Intersil, Mr. Kennedy held management roles in finance and information technology with Alcon Inc. and Harris Corporation. He holds a Bachelor of Science degree in Business Administration and a Master of Science degree in Accounting from the University of Central Florida. Mr. Kennedy is also a Certified Public Accountant. We believe that Mr. Kennedy's experience and expertise in the fields of accounting, finance, and technology qualifies him to serve on our Board of Directors. Mr. Kennedy is not standing for re-election at this year's annual meeting.

**James Hawkins. *Nominee.*** Mr. Hawkins previously served on our Board of Directors from 2013 to 2016. From 2004 to 2018, Mr. Hawkins was the President and Chief Executive Officer of Natus Medical, Inc., a leading manufacturer of medical devices and software and a service provider for the newborn care, neurology, sleep, hearing and balance markets. Currently he serves as a director of El Dorado Resorts Inc. and OSI Systems, Inc. Prior to Natus, Mr. Hawkins was President, Chief Executive Officer, and a Director of Invivo Corporation, a provider of MRI-safe patient monitoring and the Chief Financial Officer of Sensor Control Corporation. He earned his undergraduate degree in Business Commerce from Santa Clara University and holds a Masters of Business Administration degree from San Francisco State University. In addition to his direct management experience in the medical device area, Mr. Hawkins has extensive investor contacts and experience with the public markets which we believe qualifies him to serve on our Board of Directors.

#### **Information Concerning Executive Officers Who are Not Directors**

**Chris Scott.** Mr. Scott has served as our Chief Financial Officer and Corporate Secretary since December 2013. Mr. Scott has extensive experience in finance and accounting. Mr. Scott held a management position at Darden Restaurants, Inc. from 2010 to 2013, where he provided accounting and reporting oversight. From 2002 to 2010, Mr. Scott served as an auditor and senior manager at KPMG LLP. Mr. Scott received a B.S. in Accounting from the University of Central Florida in 2002.

**John McCreery.** Mr. McCreery has served as our Chief Operating Officer since April 2017. From 1997 to 2017, Mr. McCreery was a professor in operations and innovation at North Carolina State University's College of Management, working with a wide variety of organizations in operational excellence, innovation management, and leadership development initiatives. He also served as Director of a cross-continent US-Europe-China graduate program in global innovation management. Prior to joining North Carolina State University's faculty, Mr. McCreery held roles in engineering, manufacturing, IT systems consulting, and company leadership, including Chief Operating Officer at Invivo Research. He received his undergraduate degree in Biomedical Engineering, with Honors, from Case Western Reserve University, an M.B.A. from the University of Michigan, and a Ph.D. in operations management from Ohio State University.

**Brent Johnson.** Mr. Johnson has served as our Executive Vice President of Worldwide Sales and Marketing since 2012. From 2009 to 2011, Mr. Johnson was the Vice President of Sales and Marketing at HyGreen Inc., which provides hygiene compliance systems for acute care facilities. Mr. Johnson was responsible for leading and executing HyGreen's commercialization strategy. From 1996 to 2007, Mr. Johnson was the Vice President of Worldwide Sales and Marketing at Invivo Corporation where he was responsible for leading Invivo's sales and marketing strategies. Mr. Johnson received a B.S. in Business Administration and Finance from San Diego State University in 1982.

**Francis Casey.** Mr. Casey has served as our Vice President of Quality Assurance and Regulatory Affairs since 2004. Mr. Casey is a biomedical engineer with more than 35 years of experience in the medical device field as a regulatory professional for large and medium sized companies. His experience includes generating and/or obtaining FDA 510(k) clearances for over 50 Class II and III medical devices, including infusion products, and establishing ISO and FDA quality assurance systems. Mr. Casey brings to our Company more than 20 years of MRI compatible product experience. Mr. Casey received a B.S. in Biomedical Engineering from Temple University in 1978.

**Steve Nardi.** Mr. Nardi has served as our Vice President of Manufacturing since 2013. Mr. Nardi possesses over 25 years of engineering experience in the medical device industry, including senior management and principal engineer roles. Mr. Nardi received a B.S. in Engineering Technology from Northeastern University Boston in 2003 and an M.S. in Technology Commercialization from Northeastern University Boston in 2010.

**Louis Waldman.** Mr. Waldman has served as our Controller since 2005. Mr. Waldman brings more than 35 years of professional accounting experience in the medical device and oil refining industries. Mr. Waldman previously served as controller and Vice President of Finance at Invivo Research Inc. before joining us in 2005. Mr. Waldman received a B.S. in Accounting