

IEC ELECTRONICS CORP  
Form DEFR14A  
December 30, 2011  
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. 1)

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 §240.14a-12

IEC Electronics Corp.  
(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  
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(1) Title of each class of securities to which transaction applies:

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.

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AMENDED PROXY STATEMENT  
FOR OUR ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FEBRUARY 1, 2012

EXPLANATORY NOTE: This Amended Proxy Statement of IEC Electronics Corp. (the “Company”) amends typographical errors and clarifies certain information contained in the definitive proxy statement originally filed with the Securities and Exchange Commission on December 22, 2011 (the “Proxy Statement”). Except for the matters set forth below, the Proxy Statement has not been amended, updated or otherwise modified. We are filing the entire Proxy Statement, as amended to correct the typographical errors and include the clarifying information, (the “Amended Proxy Statement”) for your convenience.

If you have already submitted a proxy card or voted, your vote remains valid and you do not need to vote again in connection with this amendment. If you wish to change your vote, you may follow the procedure in Can I change my vote after submitting my proxy? found on page 4 of the Proxy Statement.

The following typographical errors are corrected in the attached Amended Proxy Statement:

(a) In the section Who can vote at the annual meeting? on page 1 of the Proxy Statement, the reference to 10,838,533 shares of common stock outstanding and entitled to vote has been changed to 9,823,075 shares of common stock outstanding and entitled to vote. Treasury shares, which do not vote, were erroneously included in the number originally reported in the Proxy Statement.

(b) In the table included in SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT on page 5 of the Proxy Statement, the Percent of Shares Beneficially Owned by each executive officer and director named in the table, and all executive officers and directors as a group, has been corrected. The percentages originally reported in the Proxy Statement were based upon the erroneous number of shares of common stock outstanding discussed in paragraph (a) above. Footnote 1 to the table has also been revised to reference the correct number of shares.

(c) In the table included in Annual Cash Incentive Awards on page 20 of the Proxy Statement, the reference to “Revenue (in millions)” has been corrected to read, “Revenue (in thousands)”.

(d) In the table included in “Long-Term Equity Incentive Awards” on page 21 of the Proxy Statement, the reference to “Net Income Before Tax (in millions)” has been corrected to read, “Net Income Before Tax”.

The following clarifying information has been added in the attached Amended Proxy Statement:

(e) In the last paragraph of Base Salary Compensation on page 20 of the Proxy Statement, a sentence has been added, “Base salary increases in Fiscal 2011 were based upon Fiscal 2010 performance and became effective January 1, 2011 for Messrs. Doody and Schlarbaum, and November 1, 2010 for Mr. Gilbert.”

(f) In the third paragraph of Annual Cash Incentive Awards on page 20 of the Proxy Statement, two sentences have been added, “In determining eligibility for cash incentive awards based upon Fiscal 2011 performance, the Compensation Committee disregarded the effects of the Southern California Braiding, Inc. (“SCB”) acquisition that was concluded in December, 2010. The cash incentive award actually paid to W. Barry Gilbert, Chairman and CEO, also included \$281,250 earned under the Stock Performance Incentive payment provisions of his Employment Agreement for the listing of IEC shares on the NYSE Amex and achievement of certain share price thresholds thereafter.”

A new fourth paragraph has been added to Annual Cash Incentive Awards on page 21 of the Proxy Statement:

“Additionally, for Fiscal 2011 named executive officers were eligible for cash bonuses under an incentive compensation plan related to revenue and net income before taxes and incentives of SCB (“SCB Incentive”). The following table sets forth the Fiscal 2011 performance targets and payout amounts (as a percentage of targeted bonus) for the named executive officers, at the threshold, targeted and maximum performance levels for the SCB Incentive:

Component	Weight	Entry Threshold		Target		Maximum		
		Goal	Payout	Goal	Payout	Goal	Payout	
Revenue (thousands)	70	% \$ 14,000	7	% \$ 16,000	70	% \$ 18,000	140	%
NI B T & Incentive (thousands)	30	% \$ 2,890	3	% \$ 3,630	30	% \$ 4,660	60	%
Total Potential	100	%	10	%	100	%	200	%

The threshold award level for the SCB Incentive must be exceeded before there can be any payout. 50% of any earned incentive is paid 15 days after receipt of the audited financial statements provided the named executive officer is employed at that time, and the remaining 50% is paid only if SCB maintains a n\$18 million threshold level of sales and a \$4 million threshold level of net income before taxes and incentives for Fiscal 2012. Because the thresholds for the SCB Incentive were not met in Fiscal 2011, there will be no payout to the named executive officers under the SCB Incentive.”

(h) In the fourth paragraph of Long-Term Equity Incentive Awards on page 21 of the Proxy Statement, a sentence has been added, “The Compensation Committee has determined that \$1.1 million of income recorded in Fiscal 2011 associated with estimated contingent consideration held in escrow related to the SCB acquisition, that may be returned to IEC, will not be included in determining whether the Net Income Before Tax threshold and targets are met.”

(i) In Deferred Compensation on page 22 of the Proxy Statement, the last sentence has been modified to read, “Amounts deferred by Mr. Gilbert are included in the Summary Compensation Table but were deducted from the Company’s cash salary payments to him and deferred by him pursuant to the Deferred Compensation Plan.”

IEC ELECTRONICS CORP.  
105 NORTON STREET  
NEWARK, NEW YORK 14513  
(315) 331-7742

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held On  
February 1, 2012

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of IEC Electronics Corp. The meeting will be held on Wednesday, February 1, 2012 at 9:00 a.m. (local time) at our offices, 105 Norton Street, Newark, New York, for the following purposes:

1. To elect six (6) directors to serve until the 2013 Annual Meeting of Stockholders and until their successors are duly elected and qualified.
2. To ratify the selection of EFP Rotenberg, LLP as the independent registered public accounting firm of the Company for the fiscal year ending September 30, 2012.
3. To approve and adopt the IEC Electronics Corp. 2011 Employee Stock Purchase Plan.
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

The record date for the annual meeting is December 8, 2011. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof. Our transfer books will not be closed.

By Order of the Board  
of Directors

Martin S. Weingarten,  
Corporate Secretary

DATED: December 16, 2011  
Newark, New York

You are cordially invited to attend the meeting in person. Whether or not you expect to attend the meeting, please complete, date, sign and return the enclosed proxy as promptly as possible in order to ensure your representation at the meeting. Your vote is important, no matter how many shares you owned on the record date. A return envelope is enclosed for your convenience and needs no postage if mailed in the United States. Even if you have voted by proxy, you may still vote in person if you attend the meeting. 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 must obtain a proxy issued in your name from that record holder.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON FEBRUARY 1, 2012.

Our proxy statement and Annual Report to Stockholders, which are enclosed with this mailing, are also available at <https://materials.proxyvote.com/44949L>.

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IEC ELECTRONICS CORP.  
105 NORTON STREET  
NEWARK, NEW YORK 14513  
(315) 331-7742

PROXY STATEMENT  
FOR 2012 ANNUAL MEETING OF STOCKHOLDERS

QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

Why am I receiving these materials?

We are sending you this proxy statement and the enclosed proxy card because the board of directors of IEC Electronics Corp. (“IEC”, the “Company”, “we”, “our”, “us”) is soliciting your proxy to vote at the 2012 Annual Meeting of Stockholders and any adjournment or postponement thereof. We invite you to attend the annual meeting and request that you vote on the proposals described in this proxy statement. The meeting will be held on Wednesday, February 1, 2012 at 9:00 a.m. (local time) at our office, 105 Norton Street, Newark, New York. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, date, sign and return the enclosed proxy card.

We are mailing this proxy statement, the accompanying proxy card, and our Annual Report to Stockholders for the fiscal year ending September 30, 2011 (“Fiscal 2011”) on or about December 16, 2011 to all stockholders of record entitled to vote at the annual meeting.

Who can vote at the annual meeting?

Only stockholders of record at the close of business on December 8, 2011, the record date for the meeting, will be entitled to vote at the annual meeting. On December 8, 2011, there were 9,823,075 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If on December 8, 2011, your shares of IEC common stock were registered directly in your name with our transfer agent, Registrar and Transfer Company, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on December 8, 2011, your shares of IEC common stock were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a signed letter or other valid proxy from your broker or other agent.

What am I voting on?

There are three matters scheduled for a vote: (1) the election of six directors to serve until the 2013 Annual Meeting of Stockholders, (2) the ratification of the selection of EFP Rotenberg, LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2012, and (3) the approval and adoption of our 2011 Employee Stock Purchase Plan. Our board of directors does not intend to bring any other matters before the meeting and is not aware of anyone else who will submit any other matters to be voted on. However, if any other matters properly come before the meeting, the people named on the proxy card, or their substitutes, will be authorized to vote on those matters in their own judgment.



How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you owned as of December 8, 2011, the record date for the annual meeting.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if at least a majority of the outstanding shares entitled to vote are present at the meeting. Your shares are counted as present at the meeting if:

- You are present and vote in person at the meeting; or
- You have properly submitted a proxy card.

Your shares will be counted towards the quorum only if you submit a valid proxy or vote in person at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, a majority of the votes present at the meeting may adjourn the meeting to another date.

How do I vote?

The procedures for voting are set forth below:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the annual meeting or vote by proxy using the enclosed proxy card. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person if you have already voted by proxy.

- To vote in person, come to the annual meeting and we will give you a ballot when you arrive.
- To vote using the proxy card, simply complete, date and sign the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the annual meeting, we will vote your shares as you direct.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you hold your shares in “street name” and thus are a beneficial owner of shares registered in the name of your broker, bank or other agent, you must vote your shares in the manner prescribed by your broker or other nominee. Your broker or other nominee has enclosed or otherwise provided a voting instruction card for you to use in directing the broker or nominee how to vote your shares. Check the voting form used by that organization to see if it offers internet or telephone voting. To vote in person at the annual meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

How are votes counted?

You may either vote “FOR” or “WITHHOLD” authority to vote for each nominee for the board of directors in Proposal 1. You may vote “FOR”, “AGAINST” or “ABSTAIN” on Proposals 2 (ratification of the selection of our independent public accounting firm), and 3 (approval of our 2011 Employee Stock Purchase Plan).

If you submit your proxy but abstain from voting or withhold authority to vote on one or more matters, your shares will be counted as present at the meeting for the purpose of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the vote on the particular matter with respect to which you abstained from voting or withheld authority to vote.

If you abstain from voting on a proposal, your abstention has the same effect as a vote against that proposal, except, however, an abstention has no effect on the election of directors, which will be determined by a plurality of the votes cast.

Under the rules of The New York Stock Exchange (“NYSE”), if you hold your shares in street name and do not provide voting instructions to your brokerage firm, it may still be able to vote your shares with respect to certain “discretionary” (or routine) items, but it will not be allowed to vote your shares with respect to certain “non-discretionary” items. In the case of non-discretionary items, for which no instructions are received, the shares will be treated as “broker non-votes”. Shares that constitute broker non-votes will be counted as present at the meeting for the purpose of determining a quorum, but will not be considered entitled to vote on the proposal in question. A broker will have discretionary authority to vote on Proposal 2 relating to the ratification of the selection of our independent accounting firm, but will not have discretionary authority to vote on any other matter. As a result, if you do not vote your street name shares, your broker has the authority to vote on your behalf with respect to Proposal 2 (the ratification of the selection of the accounting firm), but not with respect to Proposal 1 (the election of directors) or Proposal 3 (the approval and adoption of our 2011 Employee Stock Purchase Plan). We encourage you to provide instructions to your broker to vote your shares for the director nominees.

An inspector of election appointed by the Company will tabulate votes at the annual meeting.

How many votes are needed to approve each Proposal?

- Proposal 1 - Election of directors:

The outcome will be determined by a plurality of the votes cast.

This means that, with respect to Proposal 1, the six director nominees with the most affirmative votes will be elected. Withheld votes, abstentions and broker non-votes will have no effect.

- Proposal 2 – Ratification of the selection of EFP Rotenberg, LLP as the independent registered public accounting firm of the Company for the fiscal year ending September 30, 2012;

and

Proposal 3 – Approval and adoption of our 2011 Employee Stock Purchase Plan:

Approval for each of Proposals 2 and 3 is by the affirmative vote of a majority of the shares present in person or by proxy at the meeting and entitled to vote. Abstentions are counted and have the effect of a vote against the proposal, because abstentions are deemed to be present and entitled to vote but are not counted toward the affirmative vote required to approve such proposal. Broker non-votes will not be considered as present and entitled to vote on the proposal. Therefore, under applicable Delaware law, broker non-votes will have no effect on the number of affirmative votes required to adopt such proposal.

What if I return a proxy card but do not make specific choices? What are the recommendations of our board of directors?

If you return a signed and dated proxy card without marking any voting selections, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the board of directors. The board’s recommendation is set forth together with the description of each proposal in this proxy statement. In summary, the board recommends a vote:

- for election of the nominated slate of directors (see Proposal 1);
-

for ratification of EFP Rotenberg, LLP as the independent registered public accounting firm for the fiscal year ending September 30, 2012 (see Proposal 2); and

- for approval and adoption of our 2011 Employee Stock Purchase Plan (see Proposal 3).

With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the board of directors or, if no recommendation is given, in their own discretion.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are a stockholder of record, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy card with a later date.
- You may send a written notice that you are revoking your proxy to Corporate Secretary, IEC Electronics Corp., 105 Norton Street, Newark, NY 14513.
- You may attend the annual meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

If you hold your shares in street name, contact your broker or other nominee regarding how to revoke your proxy and change your vote.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. Final voting results will be published in a Form 8-K to be filed with the Securities and Exchange Commission ("SEC") within four (4) business days of the annual meeting.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, date, sign and return each proxy card to ensure that all of your shares are voted.

Who is paying for this proxy solicitation?

IEC will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by telephone, or by other means of communication. We will not pay our directors, officers and employees any additional compensation for soliciting proxies. In addition, we have retained the firm of InvestorCom, Inc., a professional solicitation firm, to assist us in the distribution and solicitation of proxies, for a fee of \$4,500, plus expenses. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

When are stockholder proposals due for next year's annual meeting?

At our annual meeting each year, our board of directors submits to stockholders its nominees for election as directors. In addition, the board of directors may submit other matters to the stockholders for action at the annual meeting.

Our stockholders also may submit proposals for inclusion in the proxy material. These proposals must meet the stockholder eligibility and other requirements of the SEC. To be considered for inclusion in next year's proxy materials, you must submit your proposal in writing by August 18, 2012 to our Corporate Secretary, IEC Electronics Corp., 105 Norton Street, Newark, New York 14513.

In addition, our by-laws provide that a stockholder may present from the floor a proposal that is not included in the proxy statement if the stockholder delivers written notice to our Corporate Secretary not less than 90 days prior to the

date of the meeting. The notice must set forth your name, address and number of shares of stock you hold, a representation that you intend to appear in person or by proxy at the meeting to make the proposal, a description of the business to be brought before the meeting, the reasons for conducting such business at the annual meeting, any material interest you have in the proposal, and such other information regarding the proposal as would be required to be included in a proxy statement. We have received no such notice for the 2012 annual meeting. For the 2013 annual meeting of stockholders, written notice must be delivered to our Corporate Secretary at our principal office, 105 Norton Street, Newark, New York 14513, no later than November 1, 2012.

Our by-laws also provide that if a stockholder intends to nominate a candidate for election as a director, the stockholder must deliver written notice of such intent to our Corporate Secretary. The notice must be delivered not less than 90 days before the date of a meeting of stockholders. The notice must set forth your name and address and number of shares of stock you own, the name and address of the person to be nominated, a representation that you intend to appear in person or by proxy at the meeting to nominate the person specified in the notice, a description of all arrangements or understandings between such stockholder and each nominee and any other person (naming such person) pursuant to which the nomination is to be made by such stockholder, the nominee's business address and experience during the past five years, any other directorships held by the nominee, the nominee's involvement in certain legal proceedings during the past ten years and such other information concerning the nominee as would be required to be included in a proxy statement soliciting proxies for the election of the nominee. In addition, the notice must include the consent of the nominee to serve as a director if elected. We have received no such notice for the 2012 annual meeting. For the 2013 annual meeting of stockholders, written notice must be delivered to our Corporate Secretary at our principal office, 105 Norton Street, Newark, New York 14513 no later than November 1, 2012.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table indicates the amount of IEC's common stock beneficially owned as of December 8, 2011 by (i) each person who is known by us to beneficially own more than 5% of our common stock, (ii) each of our directors, (iii) each of our executive officers named in the Summary Compensation Table, and (iv) all of our directors and executive officers as a group. The information as to each person has been furnished by such person, and, except as noted, each person named in the table has sole voting and investment power with respect to the shares of common stock indicated as beneficially owned, and none of such shares have been pledged as security.

Name of Beneficial Owner	Shares Beneficially Owned (1)	Percent of Shares Beneficially Owned (1)
Directors		
W. Barry Gilbert*	421,131 (2)	4.29 %
Eben S. Moulton	335,965 (3)	3.42