

COFFEE HOLDING CO INC
Form DEF 14A
February 27, 2014

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 §240.14a-12

COFFEE HOLDING CO., INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computer on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-
-

COFFEE HOLDING CO., INC.
3475 Victory Boulevard
Staten Island, NY 10314
February 27, 2014

Dear Stockholder:

You are cordially invited to attend the 2014 Annual Meeting of Stockholders of Coffee Holding Co., Inc. (the “Annual Meeting”) which will be held on Wednesday, April 9, 2014 at 3:00 p.m., local time, at the Hilton Garden Inn located at 1100 South Avenue, Staten Island, New York 10314, for the following purposes:

to elect two directors to the Board of Directors to hold office for the following three years until their successors are elected;

to ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for our fiscal year ending October 31, 2014; and

to transact any other business that may properly come before the meeting or any adjournment thereof.

Please vote over the Internet by following the instructions provided to you in the Notice of Internet Availability of Proxy Materials, which we will send to you on or before February 27, 2014, whether or not you plan to attend the Annual Meeting. Alternatively, please complete, sign and return the enclosed proxy card if you requested a paper copy and prefer not to vote over the Internet. Your vote is important regardless of the number of shares you own. Voting by proxy will not prevent you from voting in person (provided you follow the revocation procedures described in the accompanying proxy statement) at the Annual Meeting but will assure that your vote is counted if you cannot attend.

On behalf of the Board of Directors and the employees of Coffee Holding, we thank you for your continued support and look forward to seeing you at the Annual Meeting.

Sincerely yours,

Andrew Gordon
President and Chief Executive Officer

Notice of Annual Meeting of Stockholders

Date: Wednesday, April 9, 2014
Time: 3:00 p.m., Local Time
Place: Hilton Garden Inn
1100 South Avenue
Staten Island, New York 10314

At our 2014 Annual Meeting, we will ask you to:

1. Elect two directors to serve for a three-year term to expire at the 2017 annual meeting of stockholders. The following directors have been nominated by the Nominating and Corporate Governance Committee of the Board of Directors:

David Gordon
John Rotelli

2. Ratify the appointment of Marcum LLP as Coffee Holding's independent registered public accounting firm for the fiscal year ended October 31, 2014; and
3. To transact any other business as may properly come before the Annual Meeting.

The Board of Directors recommends that you vote "FOR" each of the proposals at this year's Annual Meeting.

You may vote at the Annual Meeting (or any adjournment or postponement of the Annual Meeting) if you were a stockholder of Coffee Holding at the close of business on February 26, 2014, the record date. Only stockholders of record at the close of business on the record date are entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors,

David Gordon, Secretary

Staten Island, New York

February 27, 2014

You are cordially invited to attend the Annual Meeting. To be sure your vote is counted and assure a quorum is present, it is important that you vote your shares regardless of the number of shares you own. The Board of Directors urges you to vote over the Internet following the instructions in the Notice of Internet Availability of Proxy Materials or, if you requested a paper copy of the proxy materials, to sign, date and mark the enclosed proxy card promptly and return it to Coffee Holding. Voting over the Internet or returning the proxy card will not prevent you from voting in person if you attend the Annual Meeting.

THE MEETING

General

Coffee Holding Co., Inc. (“Coffee Holding”) is a Nevada corporation. As used in this proxy statement, “we,” “us” and “our” refer to Coffee Holding. The term “Annual Meeting” as used in this proxy statement refers to the 2014 Annual Meeting of Stockholders and includes any adjournment or postponement of the Annual Meeting.

Pursuant to the notice and access rules adopted by the Securities and Exchange Commission, or SEC, Coffee Holding has elected to provide its proxy statement and annual report to stockholders over the Internet through a “notice only” option. Accordingly, we will mail a notice of Internet availability, or Internet Availability Notice, on or prior to February 27, 2014 to our stockholders of record and beneficial owners. The Internet Availability Notice provides instructions on how you may access this Proxy Statement and our 2013 Annual Report on the Internet at <https://www.iproxydirect.com/JVA> or request a printed copy at no charge. In addition, our proxy materials provide instructions on how you may request to receive, at no charge, all future proxy materials in printed form by mail or electronically by email. Your election to receive proxy materials by mail or email will remain in effect until you revoke it. Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents to stockholders and will reduce the impact of our annual meetings on the environment.

The Board of Directors, or the Board, is soliciting your proxy to vote at the Annual Meeting. This proxy statement summarizes the information you will need to know to cast an informed vote at the Annual Meeting. You do not need to attend the Annual Meeting to vote your shares. You may simply complete, sign and return the enclosed proxy card and your votes will be cast for you at the Annual Meeting. This process is described below in the section entitled “Voting Rights.”

This proxy statement and the Notice of Annual Meeting are dated February 27, 2014. If you owned shares of common stock of Coffee Holding at the close of business on February 26, 2014, the record date, you are entitled to vote at the Annual Meeting. On the record date, there were 6,372,309 shares of common stock of Coffee Holding outstanding.

Purpose Of Annual Meeting

At the Annual Meeting, you will be asked to vote

- (a) to elect two directors, each to serve for a three-year term that will expire at the 2017 annual meeting of stockholders;
- (b) to ratify the appointment of Marcum LLP as Coffee Holding’s independent registered accounting firm for the fiscal year ending October 31, 2014; and
- (c) to transact any other business that may properly come before the Annual Meeting.

The Annual Meeting will be held on Wednesday, April 9, 2014 at 3:00 p.m., local time, at the Hilton Garden Inn located at 1100 South Avenue, Staten Island, New York 10314. If you need to obtain directions to the Annual Meeting, please contact Leslie Lutz in our Investor Relations Department at (718) 832-0800 or 1-800-458-2233.

Quorum

A quorum of stockholders is necessary to hold a valid meeting. If the holders of at least a majority of the total number of the outstanding shares of common stock entitled to vote are represented in person or by proxy at the Annual Meeting, a quorum will exist. We will include proxies marked as abstentions and broker non-votes to determine the

number of shares present at the Annual Meeting.

Voting Rights

You are entitled to one vote at the Annual Meeting for each share of the common stock of Coffee Holding that you owned as of record at the close of business on February 26, 2014. The number of shares you own (and may vote) is listed on your proxy card.

You may vote your shares at the Annual Meeting in person, over the Internet or by proxy. To vote in person, you must attend the Annual Meeting and obtain and submit a ballot, which we will provide to you at the Annual Meeting. If your shares are not registered in your own name, you will need appropriate documentation from your stockholder of record to vote in person at the Annual Meeting. Examples of such documentation include a broker's statement, letter or other document that will confirm your ownership of shares of Coffee Holding.

To vote over the Internet, follow the instructions provided in the Internet Availability Notice. To vote by proxy, you must complete, sign and return the enclosed proxy card. If you properly complete your proxy card and send it to us in time to vote, your “proxy” (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxy will vote your shares FOR each of the proposals identified in the Notice of the Annual Meeting. If any other matter is presented, your proxy will vote your shares as a majority of the Board determines. As of the date of this proxy statement, we know of no other matters that may be presented at the Annual Meeting, other than those listed in the Notice of the Annual Meeting.

If you hold your shares through a bank, brokerage firm or other nominee, you should vote your shares in accordance with the steps required by such bank, brokerage firm or other nominee.

Vote Required

Proposal 1 relates to the election of directors. Pursuant to the Company’s Bylaws, a nominee will be elected by the vote of a plurality of the votes cast by the holders of the Company’s shares of common stock. Consequently, only shares that are voted in favor of a particular nominee will be counted toward such nominee’s achievement of a plurality. You may not vote your shares cumulatively for the election of directors.

Based on the Company’s Bylaws, the affirmative vote of a majority of the votes eligible to be cast present in person or by proxy at the Annual Meeting and entitled to vote is necessary for Proposal 2.

Abstentions and broker non-votes will not affect the results of these proposals.

The Board has determined that a vote in favor of Proposals 1 and 2 is in the best interests of Coffee Holding and its stockholders and unanimously recommends a vote FOR each of the proposals.

Stockbroker Voting and Effect of Broker Non-Votes

Under the rules of the New York Stock Exchange (“NYSE”), member stockbrokers may vote in their discretion on certain matters on behalf of clients who have not furnished voting instructions. These are called “discretionary” items. In contrast, member stockbrokers may not vote on certain other matters for which they have not received voting instructions from their clients. These are called “non-discretionary” items, and a lack of voting instructions for “non-discretionary” items results in so-called “broker non-votes.” The proposal to ratify the appointment of the Company’s independent registered public accounting firm (Proposal 2) is considered a “discretionary” item. The proposal regarding the election of directors (Proposal 1) is considered a “non-discretionary” item.

The Board of Directors is not aware of any other matters to be presented for action at the meeting, but if other matters are properly brought before the meeting, shares represented by properly completed proxies received by mail, telephone or the Internet will be voted in accordance with the judgment of the persons named as proxies.

Changing Your Vote after Voting over the Internet or Revoking Your Proxy

You may change your vote by voting in person at the Annual Meeting even if you previously voted over the Internet. Alternatively, you may change your vote by contacting Issuer Direct Corporation, whose contact information will be provided in the Internet Availability Notice, and then re-voting over the Internet following the instructions provided.

You may revoke your proxy at any time before it is exercised by:

filing with our Secretary, a letter revoking the proxy;

submitting another signed proxy with a later date; or

attending the Annual Meeting and voting in person, provided you file a written revocation with the Secretary of the Annual Meeting prior to the voting of such proxy.

If your shares are not registered in your own name, you will need appropriate documentation from your stockholder of record to vote in person at the Annual Meeting. Examples of such documentation include a broker's statement, letter or other document that will confirm your ownership of shares of Coffee Holding.

Solicitation of Proxies

Coffee Holding will pay the costs of soliciting proxies from its stockholders. Directors, officers or employees of Coffee Holding may solicit proxies by mail, telephone or other forms of communication. We will also reimburse banks, brokers, nominees and other fiduciaries for the expenses they incur in forwarding the proxy materials to you.

Obtaining Copies of the Proxy Materials or the Annual Report on Form 10-K

If you would like a full set copy of the proxy materials in the future or if you would like a copy of our Annual Report on Form 10-K and audited financial statements for the fiscal year ended October 31, 2013 (without exhibits), which was filed with the SEC on January 24, 2014, we will send you a copy free of charge via mail or email. Please write to or call:

David Gordon, Secretary
Coffee Holding Co., Inc.
3475 Victory Boulevard
Staten Island, New York 10314
(718) 832-0800

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the number of shares of Coffee Holding's common stock, par value \$0.001 per share, beneficially owned by (i) each person known to be the owner of 5% or more of our common stock, (ii) each director and nominee, (iii) the named executive officers identified in the Summary Compensation Table included elsewhere in this proxy statement and (iv) all directors and executive officers of Coffee Holding as a group, as of February 26, 2014. The percent of common stock outstanding was based on a total of 6,372,309 shares of Coffee Holding's common stock outstanding as of February 26, 2014. Except as otherwise indicated, each person shown in the table has sole voting and investment power with respect to the shares of common stock listed next to his or her name. The address for each person shown in the table is c/o Coffee Holding Co., Inc., 3475 Victory Boulevard, Staten Island, New York 10314.

Name	Position	Amount and Nature of Beneficial Ownership	Percent of Common Stock Outstanding (%)
Directors and Executive Officers			
Andrew Gordon	President, Chief Executive Officer, Chief Financial Officer, Treasurer and Director	340,381(1)	5.3%
David Gordon	Executive Vice President – Operations, Secretary and Director	413,125(2)	6.5%
Gerard DeCapua	Director	100	*
Daniel Dwyer	Director	1,000	*
Barry Knepper	Director	0	0
John Rotelli	Director	1,100	*

Edgar Filing: COFFEE HOLDING CO INC - Form DEF 14A

Robert M. Williams	Director	700	*
All directors and executive officers as a group (7 persons)		731,399	11.5%

* Less than 0.1%

(1) Includes 340,381 shares owned indirectly by Mr. Gordon through A. Gordon Ventures LLC.

(2) Includes 338,131 shares owned by Mr. Gordon directly and 74,994 shares held by Mr. Gordon as custodian for his minor children.

3

PROPOSAL 1
ELECTION OF DIRECTORS

Coffee Holding has a classified Board, divided into three classes, and the term of David Gordon and John Rotelli will expire on the date of the 2014 Annual Meeting. Coffee Holding's Board currently consists of seven members. The Nominating and Corporate Governance Committee of the Board has re-nominated Mr. Gordon and Mr. Rotelli as nominees with a three-year term expiring at the 2017 annual meeting of stockholders or until their successors have been elected and qualified. The Board expects that each of the nominees will be available for election as a director. However, if by reason of an unexpected occurrence, one or more of the nominees is not available for election, the persons named in the form of proxy have advised that they will vote for such substitute nominees as the Nominating and Corporate Governance Committee may propose. We know of no reason why any of the nominees may be unable to serve as a director. The nominees have consented to being named in this proxy statement and to serve as director if elected.

Nominees:

David Gordon
John Rotelli

The Board of Directors unanimously recommends a vote "FOR" all of the nominees for election as directors.

Information About Our Nominees, Board of Directors and Management

Name	Age (1)	Term Expires	Position(s) Held With Coffee Holding	Director Since
Nominees:				
David Gordon	49	2017	Executive Vice President – Operations, Secretary and Director	1995
John Rotelli	55	2017	Director	2005
Continuing Directors:				
Daniel Dwyer	57	2015	Director	1998
Andrew Gordon	52	2015	President, Chief Executive Officer, Chief Financial Officer, Treasurer and Director	1997
Barry Knepper	63	2015	Director	2005
Gerard DeCapua	52	2016	Director	1997
Robert M. Williams	54	2016	Director	2005

(1) As of January 31, 2014.