

STREAMLINE HEALTH SOLUTIONS INC.
Form DEF 14A
April 22, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**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

Streamline Health Solutions, Inc.

(Name of Registrant as Specified In Its Charter)

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

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- No fee required.
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(4) Date Filed:

April 22, 2019

Dear Fellow Stockholder,

On behalf of the board of directors, I cordially invite you to attend the 2019 Annual Meeting of Stockholders of Streamline Health Solutions, Inc., which will be held at the offices of Troutman Sanders, LLP, 600 Peachtree Street, Suite 3000, Atlanta, Georgia 30308, on Wednesday, May 22, 2019, commencing at 9:30 a.m., Eastern Time. The matters to be acted upon at the meeting are described in the attached Notice of Annual Meeting of Stockholders and Proxy Statement.

Your vote on the business to be considered at the meeting is important, regardless of the number of shares you own. To ensure your representation at the Annual Meeting, you are urged to vote by proxy via the Internet or telephone pursuant to the instructions provided in the enclosed proxy card; or by completing, dating, signing and returning the enclosed proxy card.

The Notice of Annual Meeting of Stockholders and Proxy Statement contain information about the official business of the Annual Meeting. Whether or not you expect to attend, please vote your shares now. Of course, if you decide to attend the Annual Meeting, you will have the opportunity to revoke your proxy and vote your shares in person. The Notice of Annual Meeting of Stockholders and Proxy Statement also are available at <http://www.edocumentview.com/STRM>.

Regards,

David W. Sides
President and Chief Executive Officer

STREAMLINE HEALTH SOLUTIONS, INC.
1175 Peachtree Street NE, 10th Floor
Atlanta, Georgia 30361

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 22, 2019

To the Stockholders of Streamline Health Solutions, Inc.:

Notice is hereby given that the Annual Meeting of the Stockholders of Streamline Health Solutions, Inc. will be held on May 22, 2019, at 9:30 a.m., Eastern Time, at the offices of Troutman Sanders, LLP, 600 Peachtree Street, Suite 3000, Atlanta, Georgia 30308, for the following purposes:

1. **PROPOSAL 1** To elect the five candidates nominated by our board of directors to serve as directors until a successor is duly elected and qualified at the 2020 Annual Meeting of Stockholders or otherwise or until any earlier removal or resignation.
2. **PROPOSAL 2** To approve a non-binding advisory vote on the compensation of our named executive officers (say-on-pay).
3. **PROPOSAL 3** To approve, on a non-binding advisory basis, the option of every one year for the frequency of future advisory votes on executive compensation (say-on-pay frequency).
4. **PROPOSAL 4** To approve the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan.
5. **PROPOSAL 5** To ratify the appointment of the firm of Dixon Hughes Goodman LLP to serve as our independent registered public accounting firm for fiscal year 2019.
6. To consider any and all other business that may properly come before the meeting or any adjournment thereof.

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Only stockholders of record at the close of business on April 3, 2019 will be entitled to notice of, and to vote at, the Annual Meeting of Stockholders and any adjournment thereof.

By Order of the Board of Directors

Thomas J. Gibson
Senior Vice President and Chief Financial Officer

Atlanta, Georgia
April 22, 2019

A Proxy Statement and proxy card are included herewith. As a stockholder, you are urged to vote. See General Information Voting Methods in the included Proxy Statement for more information on your voting options. It is important that your shares be voted. In order to avoid the additional expense of further solicitation, we ask your cooperation in voting promptly.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 22, 2019.

Our Notice of Annual Meeting of Stockholders, Proxy Statement for the 2019 Annual Meeting of Stockholders and 2018 Annual Report to Stockholders are also available at <http://www.edocumentview.com/STRM>.

**STREAMLINE HEALTH SOLUTIONS, INC.
1175 Peachtree Street NE, 10th Floor
Atlanta, Georgia 30361**

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 22, 2019

GENERAL INFORMATION

Introduction

We are furnishing this Proxy Statement on behalf of the board of directors of Streamline Health Solutions, Inc., a Delaware corporation, for use at our 2019 Annual Meeting of Stockholders, or at any adjournments or postponements of the meeting (the "Annual Meeting"), for the purposes set forth below and in the accompanying Notice of Annual Meeting of Stockholders. The Annual Meeting will be held at the offices of Troutman Sanders, LLP, 600 Peachtree Street, Suite 3000, Atlanta, Georgia 30308, at 9:30 a.m. Eastern Time, on Wednesday, May 22, 2019.

As used in this Proxy Statement, the terms "Streamline," the company, "we," "us," and "our" refer to Streamline Health Solutions, Inc. The term "common stock" means shares of our common stock, par value \$.01 per share. The term "preferred stock" means shares of our Series A 0% Convertible Preferred Stock, par value \$.01 per share.

This Proxy Statement and the enclosed proxy card are first being mailed to stockholders on or about April 23, 2019. A copy of the 2018 Annual Report to Stockholders, including the Annual Report on Form 10-K for the fiscal year ended January 31, 2019, as filed with the Securities and Exchange Commission (the "SEC"), is being mailed with this Proxy Statement.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting To Be Held on May 22, 2019:

This Proxy Statement and the 2018 Annual Report to Stockholders are available at <http://www.edocumentview.com/STRM>.

Stockholders Entitled to Notice and to Vote

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All holders of record of our common stock and our preferred stock at the close of business on April 3, 2019 (the Record Date), will be entitled to notice of and to vote at the Annual Meeting. Our shares of common stock and preferred stock vote together as a single class.

At the close of business on the Record Date, we had 20,914,898 shares of common stock outstanding and entitled to vote and 2,895,464 shares of preferred stock outstanding and entitled to vote. Holders of common stock are entitled to one vote for each share of our common stock held. Holders of preferred stock are entitled to vote such shares on a modified converted basis with each holder of preferred stock entitled to such number of votes equal to the total number of shares of preferred stock held multiplied by 75%, rounded down to the nearest whole share. Unless waived, holders of our preferred stock are subject to certain beneficial ownership limitations. As of the Record Date, the holders of preferred stock were entitled to an aggregate of 2,171,598 votes. Shares of our common stock and preferred stock may not be voted cumulatively.

Quorum

Our bylaws provide that the holders of a majority of all of the shares of our capital stock issued, outstanding, and entitled to vote, whether present in person or represented by proxy, shall constitute a quorum for the transaction of business at the Annual Meeting. Shares that are voted FOR, AGAINST, WITHHELD, or ABSTAIN, as applicable, with respect to a matter are treated as being present at the meeting for purposes of establishing a quorum.

Distinction between Holding Shares as a Stockholder of Record and as a Beneficial Owner

Some of our stockholders hold their shares through a broker, trustee, or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those shares owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to grant your voting proxy directly to us or to a third party, or to vote in person at the Annual Meeting.

Beneficial Owner. If your shares are held in a brokerage account, by a trustee or by another nominee, then you are considered the beneficial owner of those shares. As the beneficial owner of those shares, you have the right to direct your broker, trustee, or nominee how to vote and you also are invited to attend the Annual Meeting. However, because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

If you are not a stockholder of record, please understand that we do not know that you are a stockholder, or how many shares you own.

Voting Methods

Stockholders of Record

By Mail. Registered stockholders may vote their shares by signing, dating and mailing the enclosed proxy card using the enclosed postage pre-paid envelope. We strongly encourage you, however, to consider using the Internet or telephone voting options described below because these voting methods are faster and less costly than voting by mailing your signed and dated proxy card. If you vote via the Internet or telephone, you do not need to mail your proxy card.

By Internet. Registered stockholders may vote on the Internet at <http://www.envisionreports.com/STRM>. Please have your proxy card in hand when going online and follow the online instructions. Stockholders that vote by Internet must bear all costs associated with electronic access, including Internet access fees. Internet voting for registered stockholders is available up until 1:00 a.m., Central Time, on May 22, 2019, the day of the Annual Meeting. The Internet voting procedures are designed to authenticate each stockholder by use of a control number to allow stockholders to vote their shares and to confirm that their instructions have been properly recorded. The control number can be found on the enclosed proxy card.

By Telephone. Registered stockholders also may vote by telephone by calling 1-800-652-8683 (toll-free) and using any touch-tone telephone to transmit their votes up to 1:00 a.m., Central Time, on

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May 22, 2019, the day of the Annual Meeting. Please have your proxy card in hand when you call and then follow the instructions. The control number necessary to vote your shares by telephone can be found on the enclosed proxy card.

By Attending the Annual Meeting. If you attend the Annual Meeting and wish to vote in person, you may request a ballot when you arrive. Alternatively, if you are a registered stockholder and attend the Annual Meeting, you may deliver your signed and dated proxy card in person. You must present a valid photo identification for admission to the Annual Meeting.

Beneficial Owners

If your shares are held of record in the name of a bank, broker or other nominee you should follow the separate instructions that the nominee provides to you. Although most banks and brokers now offer Internet and telephone voting, availability and specific processes will depend on their voting arrangements.

If your shares are held of record in the name of your bank, broker or other nominee and you would like to vote in person at the Annual Meeting, you must bring to the Annual Meeting a letter from the nominee indicating that you were the beneficial owner of the shares on the Record Date and have been granted a proxy by your bank, broker or nominee to vote the shares. You also must present a valid photo identification for admission to the Annual Meeting.

Voting Requirements

At the Annual Meeting, stockholders will consider and act upon (1) the election of five directors for terms expiring at the 2020 Annual Meeting of Stockholders, (2) the approval of a non-binding advisory vote on the compensation of our named executive officers (say-on-pay), (3) the approval on a non-binding advisory basis of the option of every one year for the frequency of future advisory votes on executive compensation (say-on-pay frequency), (4) the approval of the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan, (5) the ratification of Dixon Hughes Goodman LLP to serve as the company's independent registered public accounting firm for fiscal year 2019, and (4) such other business as may properly come before the Annual Meeting.

With regard to Proposal 1 (Election of Directors), votes may be cast for the nominees or may be withheld. All nominees are current directors. The election of directors requires a plurality of the votes of the shares present in person or represented by proxy at the Annual Meeting, and the five nominees receiving the greatest number of votes will be elected. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

With regard to Proposal 2 (Say-on-Pay), votes may be cast for or against the proposal, or stockholders may abstain from voting on the proposal. The approval of Proposal 2 requires the affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will have the same effect as a vote against this proposal. Broker non-votes will not be counted in determining the number of votes cast and, therefore, will have no effect on the outcome of this proposal. The vote on Proposal 2 is a non-binding advisory vote.

With regard to Proposal 3 (Say-on-Pay Frequency), votes may be cast for every year, every two years or every three years, or stockholders may abstain from voting on Proposal 3. The frequency alternative of Proposal 3 requires the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting. If none of the frequency alternatives receives a majority of votes cast, the Board will consider the frequency that receives the highest number

of votes to be the frequency that has been selected by the stockholders. Abstentions will have the same effect as a vote against this proposal. Broker non-votes will not be counted in determining the number of votes cast and, therefore, will have no effect on the outcome of this proposal. The vote on Proposal 3 is a non-binding advisory vote.

With regard to Proposal 4 (Approval of the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan), votes may be cast for or against the proposal, or stockholders may abstain from voting on the proposal. The approval of Proposal 4 requires the affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will have the same effect as a vote against this proposal. Broker non-votes will not be counted in determining the number of votes cast and, therefore, will have no effect on the outcome of this proposal.

With regard to Proposal 5 (Ratification of Dixon Hughes Goodman LLP), votes may be cast for or against the proposal, or stockholders may abstain from voting on the proposal. The approval of Proposal 5 requires the affirmative vote of the majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting. Abstentions will have the same effect as a vote against this proposal. Broker non-votes will not be counted in determining the number of votes cast and, therefore, will have no effect on the outcome of this proposal.

Treatment of Voting Instructions

If you provide specific voting instructions, your shares will be voted as instructed.

If you hold shares as the stockholder of record and provide a proxy without giving specific voting instructions, then your shares will be voted in accordance with the recommendations of our board of directors. Our board of directors recommends voting FOR ALL NOMINEES listed in Proposal 1, FOR Proposals 2, 4, and 5, and to hold future advisory votes on executive compensation every ONE YEAR for Proposal 3, and in accordance with the discretion of the named proxies on other matters brought before the Annual Meeting.

You may have granted to your broker, trustee, or other nominee discretionary voting authority over your account. Your broker, trustee, or other nominee may be able to vote your shares depending on the terms of the agreement you have with your broker, trustee, or other nominee.

The election of directors is not considered a routine matter as to which brokers may vote in their discretion on behalf of clients who have not furnished voting instructions with respect to the election of directors. As a result, if you hold your shares in street name and do not provide your broker with voting instructions, your shares will not be voted at the Annual Meeting with respect to Proposal 1 (Election of Directors), Proposal 2 (Say-on-Pay), Proposal 3 (Say-on-Pay Frequency) or Proposal 4 (Approval of the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan). The ratification of Dixon Hughes Goodman LLP as our independent registered public accounting firm is considered a routine matter, and therefore, brokers will have the discretion to vote on this matter even if they do not receive voting instructions from the beneficial owner of the shares.

The persons identified as having the authority to vote the proxies granted by the proxy card will have discretionary authority to vote, in their discretion, to the extent permitted by applicable law, on such other business as may properly come before the Annual Meeting and any postponement or adjournment. The board of directors is not aware of any other matters that are likely to be brought before the Annual Meeting. If any other matter is properly presented for action at the Annual Meeting, including a proposal to adjourn or postpone the Annual Meeting to permit us to solicit additional proxies in favor of any

proposal, the persons named in the proxy card will vote on such matter in their own discretion.

Revocability of Proxies

A stockholder of record who has given a proxy may revoke it at any time prior to its exercise at the Annual Meeting by (i) giving written notice of revocation to our Corporate Secretary, (ii) properly submitting a duly executed proxy bearing a later date, or (iii) appearing in person at the Annual Meeting and voting in person.

If you are the beneficial owner of shares held through a broker, trustee, or other nominee, you must follow the specific instructions provided to you by your broker, trustee, or other nominee to change or revoke any instructions you already have provided to your broker, trustee, or other nominee.

Attendance at the Annual Meeting, in and of itself, will not constitute a revocation of a proxy.

Costs of Proxy Solicitation

We will bear the expense of electronically hosting, printing and mailing proxy materials and soliciting the proxies we are seeking. In addition to the solicitation of proxies by mail, solicitation may be made by certain of our directors, officers, and other employees in person, by telephone, or via facsimile. Our directors, officers and other employees will receive no additional compensation for any such solicitations. We will request brokers and nominees who hold shares of our common stock in their names to furnish proxy materials to beneficial owners of such shares, and we will reimburse such brokers and nominees for the reasonable expenses incurred in forwarding the materials to such beneficial owners. Your cooperation in voting promptly will help to avoid additional expense.

List of Stockholders

In accordance with Delaware law, a list of stockholders entitled to vote at the Annual Meeting will be available at the Annual Meeting and at our principal executive offices, which are located at 1175 Peachtree St. NE, 10th Floor, Atlanta, Georgia 30361, on the date of our Annual Meeting, May 22, 2019, and for ten days prior to the Annual Meeting, between the hours of 9:00 a.m. and 4:00 p.m. Eastern Time.

PROPOSAL 1 ELECTION OF DIRECTORS

At the Annual Meeting, the stockholders will elect five directors, each to hold office until a successor is duly elected and qualified at the 2020 Annual Meeting of Stockholders, or otherwise, or until any earlier resignation or removal. All nominees standing for election are currently serving as members of our board of directors and have consented to continue to serve. If any nominee for any reason is unable to serve or will

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not serve, the proxies may be voted for such substitute nominee as the proxy holder may determine. We are not aware of any nominee who will be unable or unwilling to serve as a director.

Candidates for director were identified and recommended for nomination by the Governance and Nominating Committee of our board of directors. All members of the Governance and Nominating Committee are independent directors. The Governance and Nominating Committee and our board of directors have determined that a potential candidate to be nominated to serve as a director should have the following primary attributes: high achievement expectations with regard to increasing stockholder value; uncompromising position on maintaining ethics; conservative attitude towards financial accounting and disclosure; and ownership of shares of our common stock to bring the perspective of a stockholder to the board of directors. The Governance and Nominating Committee and our board of directors believe that

the composition of the board of directors as a whole should reflect diversified business experiences, education, knowledge of and skills relating to the healthcare and healthcare technology industries, sales and marketing, investment banking, accounting and finance, and knowledge of our operations. The Governance and Nominating Committee and the board of directors take all of these diversity factors into account when considering individual director candidates because we believe that these diversity factors can enhance the overall perspectives of our board of directors and of management.

To date, neither our board of directors nor the Governance and Nominating Committee has deemed it necessary to engage a third party search firm to assist in identifying suitable candidates for directors, but have the authority to do so in the future. Accordingly, no fees were paid to any such search firm in connection with the nominees for directors named in this Proxy Statement. The Governance and Nominating Committee currently believes that the existing members of our board of directors and executive management have sufficient networks of business contacts to form the candidate pool from which nominees will be identified. Once a candidate is identified as a possible director nominee by the Governance and Nominating Committee, our board of directors (or as many members of the board of directors as feasible) will meet with such candidate. The Governance and Nominating Committee will then take any feedback that it receives from the board of directors regarding the possible director nominee and evaluate the candidate using the criteria outlined above. The Governance and Nominating Committee would evaluate a director candidate recommended by a stockholder using the same process described above.

Nominees for Election as Directors

The following five incumbent directors are being nominated by the board of directors for re-election to the board of directors: Kenan H. Lucas, Jonathan R. Phillips, David W. Sides, Judith E. Starkey and Wyche T. Tee Green, III. The name, age, principal occupation for the last five years, selected biographical information and period of service as a director of Streamline for each director nominee are set forth below.

Wyche T. Tee Green, III, age 47, has served on our board of directors since August 2018 and served as Chairman of our board of directors since January 2019. Mr. Green has served as Chairman and Chief Executive Officer of Greenway Unlimited LLC, an investment company that he founded, since 2013. Mr. Green previously served as Executive Director of Greenway Health, f/k/a Greenway Medical Technologies, Inc., an electronic health record and practice management based in Carrollton, Georgia, which he co-founded, from 2001 to May 2018. Prior to forming Greenway Unlimited in September 2013, Mr. Green served as Chief Executive Officer of Greenway Health from 2010 to April 2016 and was responsible for leading the company's strategic direction while managing the sales, marketing and business development teams. Mr. Green currently serves on the Board of Directors of Caravan Health, Wellbox Inc., and Mint Health. Mr. Green received a bachelor's degree in business administration management from Auburn University. Mr. Green is well-qualified to serve on our board of directors. He brings his experience as a software executive, his knowledge of our industry and his ability to bring perspective to the Board.

Kenan H. Lucas, age 34, has served on our board of directors since January 2018. Mr. Lucas joined Harbert Management Corporation in August of 2014 where he currently serves as the Managing Director and Portfolio Manager of Harbert Discovery Fund, which invests in small, publicly traded companies. Mr. Lucas also serves on the board of directors of Qumu Corporation (Nasdaq: QUMU), a provider of tools to create, manage, secure, distribute, and measure the success of live and on demand video for the enterprise. Previously, Mr. Lucas worked at Swander Pace Capital, a middle-market private equity firm. At Swander Pace, he closed a number of acquisitions and re-financings, evaluated investment opportunities, and monitored portfolio companies, advising them on strategy, growth initiatives,

acquisition opportunities, and corporate financing options. Prior to Swander Pace, Mr. Lucas was at Cowen and Company, a middle-market investment bank, where he advised companies on sell-side transactions and strategic alternatives. Mr. Lucas earned an MBA from the Darden School of Business at the University of Virginia, where he received the Faculty Award for Academic Excellence. Mr. Lucas has a BA in Economics, magna cum laude, from Vanderbilt University. Mr. Lucas's investment management experience allows him to provide our board of directors with valuable insights and analysis in equity capital markets, evaluating financing options, assessing corporate strategy, and considering other strategic alternatives. He also contributes to the Board through his perspective as one of the company's largest shareholders.

Jonathan R. Phillips, age 46, has served on our board of directors since May 2005 and previously served as Chairman of our board of directors from May 2009 to January 2019. Mr. Phillips has served as Managing Director and Head of Private Equity at First Trust Portfolios, a diversified asset management firm headquartered in Wheaton, Illinois, since November 2016. Mr. Phillips is also the founder and Managing Partner of First Health Capital Partners, LLC, a healthcare technology and services investment firm founded in January 2016. In 2005, Mr. Phillips founded Healthcare Growth Partners, a provider of strategic and financial advisory services to healthcare technology companies, and served as its Managing Director until November 2016. Prior to founding Healthcare Growth Partners, Mr. Phillips was a member of the Healthcare Investment Banking Group at William Blair and Company, LLC, an investment banking firm. Prior to William Blair, he served in various roles in the healthcare practice of Deloitte Consulting. From 2007 until immediately prior to its acquisition by Merge Healthcare Incorporated (Nasdaq: MRGE) in 2011, Mr. Phillips was a director of Ophthalmic Imaging Systems, Inc., a public company that provided software and technology for ophthalmology practices, where he served on the audit, compensation, and nominating committees and chaired the special committee. Mr. Phillips also serves as a director for several private companies. Mr. Phillips currently serves on the Board of Visitors of DePauw University, on the Rush University Medical Center Associates board, and on the nonprofit board of the Ray Graham Association, where he is a member of the finance committee. Mr. Phillips is a securities principal having completed the Series 24, 7 and 63 exams. Mr. Phillips earned his MBA in Finance, Marketing and Health Services Management from the J. L. Kellogg School of Management, Northwestern University, and his BA in Economics and Management from DePauw University. Mr. Phillips is well-qualified to serve on our board of directors. He brings a wealth of industry knowledge and experience to the board of directors as a private equity investor managing a portfolio of over 40 companies, including 18 healthcare companies. During his career, Mr. Phillips has completed over 115 transactions involving healthcare companies, which transactions had an aggregate value of over \$2 billion. He also has completed over 40 strategic advisory engagements for healthcare technology and services companies. These experiences within the healthcare sector allow Mr. Phillips to provide our board of directors with valuable insights and analysis as to strategic and financial developments within the industry and potential opportunities and consequences such developments create for us.

David W. Sides, age 48, has served as President, Chief Executive Officer and a member of the company's board of directors since January 2015. From September 2014 until he was appointed to his current positions, Mr. Sides served as Executive Vice President and Chief Operating Officer of the company. Mr. Sides served as Chief Executive Officer of iMDsoft from July 2012 to March 2014. While with iMDsoft, a global leader of high-end clinical information systems, Mr. Sides led the company's transformation following the acquisition of the company by a private equity firm. From 1995 to 2012, Mr. Sides held a number of successive positions at Cerner Corporation, a global supplier of health care information technology solutions, services, devices and hardware, culminating in serving as Senior Vice President of Worldwide Consulting. In that position, he led professional services in 24 countries worldwide. From March 2014 to September 2014, Mr. Sides was an independent consultant. Mr. Sides currently serves on the Board of Directors of EMIS Group PLC, a major provider of healthcare software, information technology and related services in the United Kingdom. Mr. Sides has a B.A. in biophysics

from the University of California, Berkeley as well as master's degrees of both health administration and business administration from the University of Missouri, Columbia. Mr. Sides is a Fellow of the American College of Healthcare Executives. Mr. Sides' service as our President and Chief Executive Officer, as well as his extensive experience in the healthcare information technology industry, qualifies him to be an effective member of our board of directors. This experience provides the board with valuable insight into our industry and business strategy.

Judith E. Starkey, age 70, has served on our board of directors since September 2014. Ms. Starkey is the Founder and former Chairperson of Chamberlin Edmonds & Associates, which she launched in 1986 and was acquired by Emdeon in 2010. Chamberlin Edmonds, now Change Healthcare, is a leading provider of patient eligibility and enrollment services to hospitals, government agencies and managed care organizations. Since 2010, Ms. Starkey has been a self-employed entrepreneur, speaker and author. Ms. Starkey began her career in health service management, medical cost control and government systems with the Social Security Administration. While employed by the government, Ms. Starkey designed a management system that enabled states to comply with federal and state regulations. She also designed and implemented a process that reduced the cost of administering the Social Security Disability Insurance Benefits program by several million dollars. Ms. Starkey is an oft-honored expert in her field and is an advanced member of the Healthcare Financial Management Association, has delivered Congressional testimony and presents at national/state forums of healthcare professionals. She currently serves on the board of The Johns Hopkins Berman Institute of Bioethics. Ms. Starkey received her BS degree in Psychology from Spring Hill College and her MS in Psychology from Georgia State University. Ms. Starkey's experience as an entrepreneur and executive in the healthcare information technology industry provides our board with important insight in growing and managing our business. Further, her experience in government provides the board with an important understanding of the regulatory environment for our company.

The board of directors recommends a vote FOR ALL nominees listed above.

PROPOSAL 2 ADVISORY VOTE ON COMPENSATION

OF NAMED EXECUTIVE OFFICERS (SAY-ON-PAY)

Proposed Advisory Resolution of Stockholders

At the Annual Meeting, stockholders will be given the opportunity to vote on the following advisory resolution:

RESOLVED, that the stockholders of Streamline Health Solutions, Inc. hereby approve, on an advisory basis, the compensation of the company's named executive officers, as disclosed in the company's Proxy Statement for the 2019 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the disclosure under Compensation Discussion and Analysis, and the compensation tables and related narrative disclosure under Executive Compensation.

References in this Proxy Statement to named executive officers refer to David W. Sides, Thomas J. Gibson, and Randolph W. Salisbury. For information regarding the compensation of our named executive officers, see Compensation Discussion and Analysis and Executive

Compensation.

Background on Proposal

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) and related SEC rules, stockholders are being given the opportunity to vote at the

Annual Meeting on this advisory resolution regarding the compensation of our named executive officers (commonly referred to as "say-on-pay"). As discussed in "Compensation Discussion and Analysis Overview of Streamline's Executive Compensation," the Compensation Committee's compensation objectives are to motivate executive officers to deliver superior short-term performance by providing conservative, but competitive, base salaries and cash bonus opportunities; align the interests of our executive officers with the long-term interests of the company's stockholders through the grant of equity incentive awards; and provide an overall compensation package that is conservative, but competitive and, therefore, promotes executive recruitment and retention. The Compensation Committee has determined that the compensation structure for our named executive officers is effective and appropriate.

Effects of Advisory Vote

While the resolution is non-binding and will not be construed as overruling any decision by our board of directors or create or imply any fiduciary duty by the board of directors, the board and the Compensation Committee value the opinions of our stockholders and will take into account the outcome of the vote when considering future executive compensation arrangements.

Our board of directors recommends a vote FOR the advisory vote on the compensation of the named executive officers as set forth in this Proposal 2.

PROPOSAL 3 ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

Proposed Advisory Resolution of Stockholders

As required by Section 14A of the Exchange Act, we are seeking the input of our stockholders on the frequency with which we will hold a non-binding advisory vote on the compensation of our named executive officers. Stockholders will be able to specify one of four choices on this proposal on the proxy card as their recommendation: every one year, two years, or three years, or to abstain.

The frequency every one year, two years, or three years receiving the greatest number of votes cast shall be deemed the recommendation of the stockholders for the frequency of future advisory votes on executive compensation.

Background on Proposal

In accordance with the Dodd-Frank Act and related SEC rules, stockholders are being given the opportunity to vote at the Annual Meeting on this advisory resolution regarding the frequency with which we will hold a non-binding advisory vote on the compensation of our named executive officers. After careful consideration, our board of directors has recommended that future advisory votes on executive compensation occur every year. Our Board believes that an advisory vote every year is most appropriate for our company. This interval gives stockholders the opportunity to react promptly to emerging trends in compensation

and our board and Compensation Committee the opportunity to evaluate and implement compensation decisions in light of such feedback from our stockholders. By holding such a vote every year, stockholders will be able to determine whether our board and Compensation Committee have implemented any appropriate changes in response to stockholder input.

Effects of Advisory Vote

While the resolution is non-binding and will not be construed as overruling any decision by our board of directors or create or imply any fiduciary duty by the board of directors, the board and the

Compensation Committee value the opinions of our stockholders and will take into account the outcome of the vote when making future decisions about the frequency for holding an advisory vote on executive compensation.

Our board of directors recommends a vote to hold future advisory votes on executive compensation every ONE YEAR .

PROPOSAL 4 APPROVAL OF THE STREAMLINE HEALTH SOLUTIONS, INC. THIRD AMENDED AND RESTATED 2013 STOCK INCENTIVE PLAN

General Information

On April 3, 2013, our board of directors adopted, and our stockholders subsequently approved, the Streamline Health Solutions, Inc. 2013 Stock Incentive Plan, which we refer to as the Original 2013 Plan in this Proxy Statement. On March 28, 2014, our board of directors adopted, and our stockholders subsequently approved, the Streamline Health Solutions, Inc. Amended and Restated 2013 Stock Incentive Plan. On April 12, 2017, our board of directors adopted, and our stockholders subsequently approved, the Streamline Health Solutions, Inc. Second Amended and Restated 2013 Stock Incentive Plan, which we refer to as the Second Amended 2013 Plan in this Proxy Statement.

Upon the recommendation of our Compensation Committee, on March 15, 2019, our board of directors approved, and recommends that our stockholders approve, the Streamline Health Solutions, Inc. Third Amended and Restated 2013 Stock Incentive Plan, which we refer to as the Third Amended 2013 Plan in this Proxy Statement. The Third Amended 2013 Plan (i) increases the number of shares of common stock available for issuance under the plan by 1,000,000 shares, (ii) changes certain share limitations under the plan, (iii) extends its expiration date, and (iv) includes changes related to the revisions to Section 162(m) under the Tax Cuts and Jobs Act of 2017.

In addition, the Third Amended 2013 Plan includes a few minor technical changes from the Second Amended 2013 Plan. The Third Amended 2013 Plan is summarized below and the full text of the Third Amended 2013 Plan is attached to this Proxy Statement as Appendix A. If our stockholders do not approve the Third Amended 2013 Plan, the Second Amended 2013 Plan will remain in effect in accordance with its terms.

The discussion that follows is qualified in all respects by reference to the terms of the Third Amended 2013 Plan. Stockholders should refer to the Third Amended 2013 Plan for more complete and detailed information about the terms of the Third Amended 2013 Plan. Our board of directors believes that our equity compensation program allows us to attract, motivate, and retain employees, non-employee directors and independent contractors capable of achieving consistently superior business results. Our board of directors also believes that the Third Amended 2013 Plan effectively will align the interests of plan participants with those of our stockholders by linking a portion of their compensation directly to increases in stockholder value. We have a history of linking pay to our long-term stock performance for a broad group of employees and non-employee directors and select independent contractors. Approval of the Third Amended 2013 Plan should provide us with the flexibility we need to continue to use equity compensation to attract, retain, and motivate talented employees, non-employee directors and independent contractors who are important to our long-term growth and success.

On April 3, 2019, the closing sales price of our common stock as reported on Nasdaq was \$1.05 per share.

Best Practices Integrated Into Our Equity Compensation Program and the Third Amended 2013 Plan

Our compensation practices include a number of features that our board believes reflect responsible compensation and governance practices and promote the interests of our stockholders. Approval of the Third Amended 2013 Plan will position us to continue these best practices, including the following:

- *Limitation on Shares Issued.* Assuming stockholder approval of the Third Amended 2013 Plan, 1,000,000 total new shares of common stock will be authorized for issuance under the Third Amended 2013 Plan, plus the number of shares remaining available for issuance with respect to the aggregate of the 2,300,000 shares of common stock previously authorized for issuance under the Second Amended 2013 Plan, the number of shares remaining available for issuance under the 2005 Incentive Compensation Plan (the 2005 Plan) at the time the Original 2013 Plan originally became effective, and any shares subject to awards that are forfeited under the Second Amended 2013 Plan or the 2005 Plan without issuance of the underlying shares (and further subject to adjustment for anti-dilution purposes as the result of transactions and similar events).
- *Limits on Awards.* The Third Amended 2013 Plan also imposes limitations on the number of awards that can be granted to any participant in any 12-month period. See Share Limitations, below.
- *Conservative Share Counting Provisions/No Liberal Share Recycling.* Shares tendered or withheld in payment of an option price or to satisfy tax withholding obligations with respect to any award will not be added back for reuse under the Third Amended 2013 Plan.
- *No Discounted Stock Options or SARs and Limit on Option and SAR Terms.* Stock options and stock appreciation rights (SARs) must have an exercise price or base price, as applicable, equal to or greater than the fair market value of our common stock on the date of grant (which is generally defined to be the closing sale price on the date of grant). In addition, the term of an option or SAR is limited to ten years (five years for certain options and related SARs).
- *No Annual Evergreen Provision.* The Third Amended 2013 Plan requires stockholder approval of any additional authorization of shares, rather than permitting an annual or other replenishment of shares under a plan evergreen provision. Stockholders must approve any additional increases in authorized shares under the Third Amended 2013 Plan (other than adjustments for anti-dilution purposes as the result of transactions and similar events).
- *No Stock Option or SAR Repricings Without Stockholder Approval.* The Third Amended 2013 Plan prohibits the repricing of stock options and SARs without the approval of stockholders. This Third Amended 2013 Plan provision applies to (a) direct repricings (lowering the exercise price of an option or the base price of a SAR), (b) indirect repricings (exchanging an outstanding option or SAR that is underwater in exchange for cash, for options

or SARs with an option price or base price less than that applicable to the original option or SAR, or for another equity award), and (c) any other action that would be treated as a repricing under applicable stock exchange rules (subject to anti-dilution adjustments).

- *Limited Transferability.* In general, awards may not be sold, assigned, transferred, pledged or otherwise encumbered, either voluntarily or by operation of law, unless otherwise approved by our board of directors or our Compensation Committee.

- *Vesting and Award Practices.* A minimum vesting period generally applies to employee awards under the Third Amended 2013 Plan. Awards granted to employees under the Third Amended 2013 Plan generally will be subject to a minimum vesting period of three years (which may include installment vesting within such three-year period), or one year if the vesting is based on performance criteria other than solely continued service (subject to certain exceptions for 10% of the number of shares authorized for issuance under the Third Amended 2013 Plan and other stock-based awards, as outlined in the Third Amended 2013 Plan).
- *No Liberal Change of Control Provisions.* The Third Amended 2013 Plan includes non-liberal change of control triggers such as requiring a change in beneficial ownership of 51% or more of our voting stock or consummation (rather than stockholder approval) of a significant merger or other transaction in order for a change of control to be deemed to have occurred. In addition, the Third Amended 2013 Plan generally provides that, unless an award agreement provides otherwise, awards will vest upon a change of control only if a participant's employment is terminated without cause or for good reason within specified time periods related to the change of control.
- *Forfeiture and Recoupment.* The Third Amended 2013 Plan authorizes our Compensation Committee or our board of directors to require forfeiture and/or recoupment of plan benefits if a participant engages in certain types of detrimental conduct and to require that a participant be subject to any compensation recovery policy or similar policies that may apply to the participant or be imposed under applicable laws.
- *Independent Committee.* The Third Amended 2013 Plan will be administered by our Compensation Committee. All members of our Compensation Committee qualify as independent under Nasdaq listing standards, as non-employee directors under Rule 16b-3 adopted under the Securities Exchange Act of 1934, as amended (the Exchange Act).
- *No Dividends or Dividend Equivalents on Unearned Performance Awards.* Under the Third Amended 2013 Plan, dividends and dividend equivalents on performance-based awards may only be paid if and to the extent the award has vested or been earned or become payable.
- *No Tax Gross-Ups.* The Third Amended 2013 Plan does not provide for any tax gross-ups.
- *Efficient Use of Equity.* We are committed to the efficient use of equity awards and are mindful of ensuring that our equity compensation program does not overly dilute our existing stockholders.

Share Limitations

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The maximum number of shares that we may issue pursuant to awards granted under the Third Amended 2013 Plan may not exceed the sum of (a) 3,300,000 shares (the 2,300,000 shares of common stock authorized under the Second Amended 2013 Plan plus the 1,000,000 new shares of common stock to be added subject to stockholder approval), plus (b) any shares (i) remaining available for issuance under the 2005 Plan at the time the Original 2013 Plan became effective and (ii) subject to an award granted under the 2005 Plan if the award is forfeited, cancelled, terminated, expires or lapses for any reason without issuance of the shares.

In addition, under the Third Amended 2013 Plan, in any 12-month period, (a) no participant may be granted options and SARs that are not related to an option for more than 200,000 shares of common stock (or the equivalent value thereof based on the fair market value per share of the common stock on the date of grant of an award); and (b) no participant may be granted awards other than options or SARs that are settled in shares of common stock for more than 200,000 shares of common stock (or the equivalent value thereof based on the fair market value per share of the common stock on the date of grant of an award).

The following are not included in calculating the Third Amended 2013 Plan share limitations described above: (a) dividends, including dividends paid in shares, or dividend equivalents paid in cash in connection with outstanding awards, (b) awards that are settled in cash, and (c) any shares subject to an award under the Third Amended 2013 Plan or the 2005 Plan if the award is forfeited, canceled, terminated, expires or lapses for any reason without issuance of the underlying shares. In addition, (i) shares issued under the Third Amended 2013 Plan through the settlement, assumption, or substitution of outstanding awards granted by another entity or obligations to grant future awards as a condition of or in connection with a merger, acquisition or similar transaction involving us acquiring another entity will not reduce the maximum number of shares of common stock available for delivery under the Third Amended 2013 Plan, and (ii) available shares under a stockholder-approved plan of an acquired company (as appropriately adjusted to reflect the transaction) may be used for awards under the Third Amended 2013 Plan (subject in each case to applicable stock exchange listing requirements) and will not reduce the maximum number of shares available under the Third Amended 2013 Plan. Shares withheld or applied as payment in connection with the exercise of an award or the withholding or payment of taxes related to an award or separately surrendered by the Participant for any such purpose will be treated as having been delivered for purposes of determining the maximum number of Shares available for grant under the Third Amended 2013 Plan and shall not again be treated as available for grant.

The number of shares reserved for issuance under the Third Amended 2013 Plan, the participant award limitations, and the terms of awards may be adjusted in the event of an adjustment in our capital structure (due to a merger, stock split, stock dividend or similar event).

As of April 3, 2019, the maximum aggregate number of shares available for future grants under the Second Amended 2013 Plan, which is our only currently effective equity incentive plan, was 104,284 shares. In addition, at that time, there were 1,028,615 shares subject to unvested outstanding full value awards under either of the Second Amended 2013 Plan or the 2005 Plan, and there were 817,875 shares and 1,318,684 shares subject to outstanding options under those respective plans. The weighted average exercise price of these options was \$1.95 and the weighted average remaining term was 1 year or less.