

QUALSTAR CORP  
Form DEFA14A  
May 20, 2013

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 (Amendment No.\_\_\_\_)

Filed by  x  
the  
Registrant  
Filed by a  o  
Party other  
than the  
Registrant

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- o Definitive Additional Materials
- x Soliciting Material Pursuant to §240.14a-12

QUALSTAR CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed 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:

o Fee paid previously with preliminary materials.

o 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.

Edgar Filing: QUALSTAR CORP - Form DEFA14A

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

Qualstar Corporation, a California corporation (“Qualstar” or the “Company”), is filing materials contained in this Schedule 14A with the U.S. Securities and Exchange Commission (“SEC”) in connection with the solicitation of proxies from its shareholders in connection with its 2013 Annual Meeting of Shareholders and at any and all adjournments or postponements thereof (the “2013 Annual Meeting”). Qualstar has not yet filed a preliminary proxy statement with the SEC in connection with its solicitation of proxies to be used at the 2013 Annual Meeting.

Press Release Issued on May 17, 2013

Attached hereto as Exhibit 1 is a press release that Qualstar issued on May 17, 2013 announcing that Allen Alley had been appointed as Chairman of the Board of Qualstar, and that Gerald J. “Bud” Laber had been appointed as Chair of the Audit Committee of the Board.

#### Additional Information and Where to Find It

Qualstar, its directors and certain of its executive officers and employees may be deemed to be participants in the solicitation of proxies from Qualstar’s shareholders in connection with the 2013 Annual Meeting. Qualstar plans to file a proxy statement with the SEC in connection with the solicitation of proxies for the 2013 Annual Meeting (the “2013 Proxy Statement”).

SHAREHOLDERS ARE URGED TO READ THE 2013 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT QUALSTAR WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Additional information regarding the identity of these potential participants and their direct or indirect interests, by security holdings or otherwise, will be set forth in the 2013 Proxy Statement and other materials to be filed with the SEC in connection with the 2013 Annual Meeting. This information can also be found in Qualstar’s Annual Report on Form 10-K for the year ended June 30, 2012, filed with the SEC on September 21, 2012 (as amended with the filing of a Form 10-K/A on October 29, 2012), and in Qualstar’s definitive proxy statement for its 2012 Annual Meeting of Shareholders, filed with the SEC on February 13, 2012. To the extent holdings of Qualstar’s securities have changed since the amounts shown in the Form 10-K/A filed on October 29, 2012, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC.

Shareholders will be able to obtain, free of charge, copies of the 2013 Proxy Statement and any other documents filed by Qualstar with the SEC in connection with the 2013 Annual Meeting at the SEC’s website ([www.sec.gov](http://www.sec.gov)), at Qualstar’s website ([www.qualstar.com](http://www.qualstar.com)) or by writing to Mr. Lawrence D. Firestone, President and Chief Executive Officer, Qualstar Corporation, 3990-B Heritage Oak Court, Simi Valley, CA 93063. In addition, copies of the proxy materials, when available, may be requested from Qualstar’s proxy solicitor, MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016 or toll-free at (800) 322-2885.

FOR IMMEDIATE RELEASE

For more information, contact:

Philip Varley  
Chief Financial Officer  
Qualstar Corporation  
(805) 583-7744  
Philip.varley@qualstar.com

Vanessa Lehr/Annie Leschin  
Investor Relations  
StreetSmart Investor Relations  
(415) 775-1788

### QUALSTAR NAMES BOARD POSITIONS

SIMI VALLEY, Calif., May 17, 2013 — Qualstar Corporation (NASDAQ: QBAK) a manufacturer of data storage solutions and high-efficiency power supplies, has appointed Allen Alley, a 30 year veteran, founder and investor in private and public companies, and current independent director of Qualstar, as Chairman of the Board. The company also designated Gerald J. "Bud" Laber, a newly appointed board member with extensive experience as an audit partner at Arthur Andersen, as Chair of the Audit Committee of the Board.

"The appointment of independent industry veterans to key governance positions is yet another step in positioning Qualstar for the future," said Larry Firestone, President and CEO. "Allen's leadership, talent and expertise in the last five months on the board have been a great asset to the Company and we are pleased to have him serve in this new role as Chairman. Additionally, to have such a strong and experienced financial expert as Bud take on the role of Audit Committee Chairman is a significant step forward. This new governance structure reinforces Qualstar's commitment to strong and independent corporate governance for the benefit of our shareholders."

#### About Qualstar Corporation

Qualstar, founded in 1984, is a diversified electronics manufacturer specializing in data storage and power supplies. The company's products are known throughout the world for high quality and Simply Reliable designs that provide years of trouble-free service. More information is available at [www.qualstar.com](http://www.qualstar.com) or [www.n2power.com](http://www.n2power.com) or by phone at 805-583-7744.