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SCIENTIFIC INDUSTRIES INC
Form DEF 14A
October 26, 2012

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 the Registrant [X]
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 Section 240.14a-12

SCIENTIFIC INDUSTRIES, 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 computed on table below per Exchange Act Rules
14a-6(i)(4) and 0-11.

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computed pursuant to Exchange Act Rule 0-11 (set forth the
amount on which the filing fee is calculated and state how
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(4) Proposed maximum aggregate value of transaction:

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(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

Scientific Industries
(Letterhead)

October 14, 2012

Dear Fellow Stockholders:

You are cordially invited to attend the 2012 Annual Meeting of Stockholders of Scientific Industries, Inc. which will be held at 11:00 a.m. (New York time) on Thursday, November 29, 2012 at La Quinta Inn & Suites, 10 Aero Road, Bohemia, New York, 11716.

Information concerning the matters to be considered and voted upon at the Annual Meeting is set out in the attached Notice of 2012 Annual Meeting of Stockholders and Proxy Statement.

It is important that your shares be represented at the 2012 Annual Meeting, regardless of the number of shares you hold and whether or not you plan to attend the meeting in person. Accordingly, please complete, sign and date the enclosed proxy card and return it as soon as possible in the accompanying business reply envelope so that your shares will be represented at the Annual Meeting. This will not limit your right to vote in person or to attend the meeting.

Thank you for your continued support.

Sincerely,

/s/ Joseph G. Cremonese

Joseph G. Cremonese
Chairman

SCIENTIFIC INDUSTRIES, INC.
70 Orville Drive
Bohemia, New York 11716

NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS

November 29, 2012

Notice is hereby given that the 2012 Annual Meeting of Stockholders (the "Annual Meeting") of Scientific Industries, Inc., a Delaware corporation (the "Company"), will be held on Thursday, November 29, 2012, at 11:00 a.m. (New York time) at La Quinta Inn & Suites, 10 Aero Road, Bohemia, New York, 11716, for the following purposes:

1. To elect two Class A Directors to the Company's Board of Directors to serve until the Company's annual meeting of stockholders with respect to the year ending June 30, 2015 and until the election and qualification of their respective successors.
2. To ratify the appointment of Nussbaum Yates Berg Klein & Wolpow, LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013.
3. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

The foregoing items of business are more fully described in the accompanying proxy statement.

The Board of Directors has fixed the close of business on October 8, 2012, as the record date for determination of stockholders entitled to notice of and to vote at, the Annual Meeting and at any adjournments or postponements thereof.

A complete list of the stockholders entitled to vote at the Annual Meeting will be available for inspection by any stockholder of the Company at the Annual Meeting. In addition, the list will be open for examination by any stockholder of the Company for any purpose germane to the Annual Meeting during ordinary business hours for a period of ten days prior to the Annual Meeting at the offices of the Company.

You are requested to fill in and sign the enclosed form of proxy, which is being solicited by the Board of Directors of the Company, and mail it promptly in the enclosed postage paid envelope. Any proxy may be revoked

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by delivery of a later dated proxy.

By Order of your Board of Directors,

/s/ Robert P. Nichols

Robert P. Nichols
Secretary

Bohemia, New York
October 19, 2012

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, WE KINDLY REQUEST THAT YOU PLEASE COMPLETE, SIGN, DATE, AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE PAID ENVELOPE PROVIDED. IF YOU ARE A STOCKHOLDER OF RECORD AND YOU ATTEND THE ANNUAL MEETING, YOU MAY VOTE IN PERSON IF YOU WISH, EVEN IF YOU HAVE PREVIOUSLY RETURNED YOUR PROXY CARD.

YOUR VOTE IS IMPORTANT

SCIENTIFIC INDUSTRIES, INC.
70 Orville Drive
Bohemia, New York 11716

PROXY STATEMENT

2012 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON NOVEMBER 29, 2012

Solicitation of Proxies

This proxy statement is furnished in connection with the solicitation of proxies by and on behalf of the Board of Directors (the "Board") of Scientific Industries, Inc., a Delaware corporation (the "Company"), for use at the 2012 Annual Meeting of Stockholders (the "Annual Meeting") to be held at La Quinta Inn & Suites, 10 Aero Road, Bohemia, New York, 11716, on Thursday, November 29, 2012, at 11:00 a.m. (New York time), and at any adjournments or postponements thereof.

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At the Annual Meeting, stockholders of the Company will be asked to: (1) elect two Directors of the Company to serve until the Company's annual meeting of stockholders with respect to the fiscal year ending June 30, 2015, and the election and qualification of their respective successors; (2) ratify the appointment of Nussbaum Yates Berg Klein & Wolpow, LLP, as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013; and (3) transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Record Date, Voting Rights

Only stockholders of record of the Company's Common Stock, par value \$0.05 per share (the "Common Stock"), as of the close of business on October 8, 2012 (the "Record Date"), are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. On the Record Date, there were 1,335,712 shares of Common Stock issued and outstanding. Each share of Common Stock is entitled to one vote.

The presence at the Annual Meeting, in person or by a properly executed proxy, of the holders of a majority of the outstanding shares of the Company's Common Stock as of the Record Date is necessary to constitute a quorum. In the determination of the number of shares of Common Stock present at the Annual Meeting for quorum purposes abstentions and broker "non-votes" are included. A broker "non-vote" occurs when a nominee holding shares of Common Stock for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Voting of Proxies, Revocation, Solicitation

All stockholders who deliver properly executed and dated proxies to the Company prior to the Annual Meeting will be deemed present at the Annual Meeting regardless of whether such proxies direct the proxy holders to vote for or against, or to withhold or abstain from voting. The proxies, when properly executed and returned to the Company, will be voted in accordance with the instructions given therein by the person executing the proxy. In the absence of instructions, properly executed proxies other than with respect to broker "non-votes" will be voted FOR (1) the election of the Board's nominees, Helena R. Santos and James S. Segasture as Directors of the Company; and (2) the ratification of the appointment by the Board of Directors of Nussbaum Yates Berg Klein & Wolpow, LLP, as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013.

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Any stockholder who executes and delivers a proxy may revoke it at any time before it is voted by delivering a written notice of such revocation to the Secretary of the Company at the address of the Company set forth in this proxy statement, by submitting a properly executed proxy bearing a later date, or by appearing at the Annual Meeting and requesting the return of the proxy or by voting in person. In accordance with applicable rules, boxes and designated spaces are provided on the proxy card for stockholders to mark if they wish either to vote for or withhold authority to vote for the nominees for Directors, or to vote for, against or to abstain from voting for the proposal to ratify the appointment by the Board of Directors of the Company's independent registered public accounting firm.

A stockholder's attendance at the Annual Meeting will not, by itself,

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revoke a proxy given by that stockholder. Stockholders vote at the Annual Meeting by casting ballots (in person or by proxy), which are tabulated by a person who is appointed by the Board of Directors before the Annual Meeting to serve as inspector of election at the Annual Meeting and who has executed and verified an oath of office.

It is anticipated that this proxy statement, the enclosed proxy card and the Company's Annual Report will be mailed to the Company's stockholders on or about October 23, 2012.

PRINCIPAL STOCKHOLDERS

The following table sets forth as of October 8, 2012 certain information as to each person who to the Company's knowledge, based upon such person's representations or publicly available filings, beneficially owned more than 5% of the outstanding shares of the Company's Common Stock as of that date:

Name and Address of Beneficial Owner	Shares Beneficially Owned**	Percent of Class***
James S. Segasture*	166,500	12.5
Lowell A. Kleiman 16 Walnut Street Glen Head, NY 11545	139,581 (1)	10.4
Fluorometrix Corp. 24 Timber Edge Road Stow, MA 01775	90,090 (2)	6.7
Spectrum Laboratories, Inc. 18617 Broadwick Street Rancho Dominguez, CA 90220	127,986 (3)	9.6
Grace S. Morin*	94,450 (4)	7.0
Brookman P. March*	94,450 (5)	7.0
Joseph G. Cremonese*	87,097 (6)	6.3

* His or her address is c/o Scientific Industries, Inc., 70 Orville Drive, Bohemia, New York 11716.

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*** Percentages of ownership are based upon the number of shares of Common Stock issued and outstanding. Shares of Common Stock that may be acquired pursuant to options that are exercisable within 60 days of the date indicated above are deemed outstanding for computing the percentage ownership of the person holding such options, but are not deemed outstanding for the percentage ownership of any other person.

- (1) Based on information reported on Schedule 13D filed with the Securities and Exchange Commission on October 30, 2002.
- (2) Represents shares acquired upon sale of assets to the Company in

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November 2011.

- (3) Based on information reported on Schedule 13G filed with the Securities and Exchange Commission on June 15, 2009.
- (4) Includes 11,500 shares issuable upon exercise of options held by her husband, Mr. March.
- (5) Represents 82,950 shares owned by his wife, Grace S. Morin and 11,500 shares issuable upon exercise of options.
- (6) 44,097 shares are owned jointly with his wife, 3,000 shares are owned by his wife, and 40,000 shares are issuable upon exercise of options.

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PROPOSAL 1

ELECTION OF DIRECTORS

General

The Company's Certificate of Incorporation provides for a classified Board of Directors, consisting of three classes, each class serving a three-year term on a staggered basis. The number of Directors constituting the Board was reduced from six to five upon the death in July, 2011 of a Director, Mr. Joseph I. Kesselman. Two are Class A Directors, one is a Class B Director and two are Class C Directors. At the Annual Meeting, the two Class A Directors are to be elected to serve until the annual meeting of stockholders with respect to the fiscal year ending June 30, 2015, and until their successors are duly elected and qualified. During the fiscal year ended June 30, 2012 ("fiscal 2012"), the Board held five meetings, at each of which all Directors were present. Shares of Common Stock represented by executed and returned proxies solicited by the Board of Directors will be voted for the nominees hereinafter named if authority to do so is not specifically withheld. If for any reason said nominees shall become unavailable for election, which is not now anticipated, the proxies will be voted for a substitute nominee designated by the Board of Directors.

The Directors of the Company are elected by the affirmative vote of the holders of a plurality of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote. A plurality means that the nominee with the largest number of votes is elected as Director. In tabulating the vote, abstentions and broker "non-votes" will be disregarded and will have no effect on the outcome of the vote.

The Board of Directors recommends that stockholders vote FOR the election of the nominees identified below to the Board of Directors.

Nominees

The Board of Directors has designated Ms. Helena R. Santos and Mr. James S. Segasture, both currently Class A Directors, as their nominees for election.

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Helena R. Santos (age 48), a Director since 2009, has been employed by the Company since 1994, and has served since August 2002 as its President, Chief Executive Officer and Treasurer. Prior thereto, she served as Vice President, Contoller from 1997 and as Secretary from May 2001. Ms. Santos was an internal auditor with a major defense contractor from March 1991 to April 1994. She had been previously employed in public accounting.

James S. Segasture (age 76), a Director since 1991, has been a private investor since February 1990.

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Other Directors

Class B Director:

Grace S. Morin (age 64), a Director since December 4, 2006, had been President, Director and principal stockholder of Altamira Instruments, Inc. from December 2003 until its acquisition in November 2006 by the Company. Ms. Morin had been employed by Altamira to supervise its administrative functions at the Pittsburgh, Pennsylvania facility as a full-time employee through March 31, 2009 and since that date as a part-time consultant. She was for two years ending December 2003, a general business consultant, and for approximately four years prior thereto a member of senior management of a designer of gas flow environmental engineered products.

Class C Directors:

Joseph G. Cremonese (age 76), a Director since November 2002 and Chairman of the Board since February 2006, has been a marketing consultant to the Company since 1996. Mr. Cremonese has been since 1991, President of Laboratory Innovation Company, Ltd., which is a vehicle for technology transfer and consulting services for companies, including the Company, engaged in the production and sale of products for science and biotechnology. Since March 2003, he has been a director of Proteomics, Inc., a producer of recombinant proteins for medical research. Prior to 1991, he had been employed by Fisher Scientific, the largest U.S. distributor of laboratory equipment.

Roger B. Knowles (age 87), a Director since 1965, has been retired for more than five years.

Stock Ownership

The following table sets forth, as of October 8, 2012, relevant information as to the shares of Common Stock beneficially owned by (i) each Director of the Company, (ii) each executive officer of the Company identified in the Summary Compensation Table under "Executive Officers and Key Personnel," and (iii) all directors and executive officers as a group.

<u>Beneficial Owner</u>	<u>Number</u>	<u>Percentage</u>
Joseph G. Cremonese	87,097 (1)	6.3%
Grace S. Morin	94,450 (2)	7.0%
Grace S. Morin	87,783	
James S. Segasture	166,500	12.5%

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Helena R. Santos	15,779	1.2%
Robert P. Nichols	21,446 (3)	1.6%
Brookman P. March	94,450 (4)	7.0%
All current directors and executive officers as a group (5 persons)	385,272 (5)	27.7%

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- (1) 44,097 shares are owned jointly with his wife, 3,000 shares are owned by his wife, and 40,000 shares are issuable upon exercise of options.
- (2) Includes 11,500 shares issuable upon exercise of options held by her husband, Mr. March.
- (3) Includes 5,000 shares issuable upon exercise of options.
- (4) Represents 82,950 shares owned by his wife, Ms. Morin, and 11,500 shares issuable upon exercise of stock options.
- (5) Includes 56,500 shares issuable upon exercise of options.

Board Committees

The Company's Stock Option Committee administers the Company's 2012 Stock Option Plan. The members of the committee are non-management Directors of the company -- James S. Segasture and Joseph G. Cremonese. The members of the Committee serve at the discretion of the Board. During fiscal 2012 the Stock Option Committee held two meetings.

Grace S. Morin, and James S. Segasture are the current members of the Company's Compensation Committee serving at the discretion of the Board. The Committee administers the Company's compensation policies. During fiscal 2012, the Compensation Committee held two meetings.

The Board of Directors acts as the Company's Audit Committee, which in its function as the Committee, held four meetings during fiscal 2012. Ms. Santos, who is not "independent" and Ms. Morin are "financial experts" as defined by the Securities and Exchange Commission.

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Directors' Compensation and Options

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DIRECTORS' COMPENSATION
For the Year Ended June 30, 2012

Name (a)	Fees Earned or Paid in Cash (\$) (b)	Stock Awards (\$) (c)	Option Awards (\$) (d)	Non- Equity Incentive Plan Comp- ensation (\$) (e)
Joseph G. Cremonese	27,600	0	5,000 (1)	0
Roger B. Knowles	13,200	0	0	0
Grace S. Morin	13,200	0	0	0
James S. Segasture	13,200	0	0	0

DIRECTORS' COMPENSATION (CONTINUED)

Name (a)	Changes in Pension Value and Non- qualified Deferred Compens- ation Earnings (\$) (f)	Non- qualified Deferred Comp- ensation Earnings (\$) (g)	All Other Comp- ensation (\$) (h)	Total (\$) (i)
Joseph G. Cremonese	0	0	37,800 (2)	70,400
Roger B. Knowles	0	0	0	13,200
Grace S. Morin	0	0	5,100 (3)	18,300
James S. Segasture	0	0	0	13,200

(1) The amount represents consulting expense recorded in fiscal 2012 for stock options granted in fiscal 2012 valued and expensed utilizing the Black-Scholes-Merton options pricing model.

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(2) Represents amount paid to his affiliate pursuant to a marketing consulting agreement.

(3) Represents compensation received for her administrative services as a consultant for Altamira.

The Company pays each Director who is not an employee of the Company or a subsidiary a quarterly retainer fee of \$1,800 and \$1,200 for each meeting attended. In addition, the Company reimburses each Director for out-of-pocket expenses incurred in connection with attendance at board meetings in the amount of \$50 or the Director's itemized expenses, whichever is greater. Mr. Cremonese, as Chairman of the Board receives an additional fee of \$1,200 per month. During fiscal 2012, total director compensation to non-employee Directors aggregated \$115,100, including the consulting fees paid to Mr. Cremonese's affiliate, and to Ms. Morin.

Under the Company's 2002 Plan, none of the Directors at the time of the adoption by the Board of Directors of the 2002 Plan were eligible to receive option grants thereunder. However, each of Roger B. Knowles and James S. Segasture held options which expired on December 31, 2011 granted under the Company's 1992 Stock Option Plan to purchase 4,000 shares of Common Stock at the exercise price of \$2.40 per share. Mr. Joseph G. Cremonese who was elected a Director at the 2002 Annual Meeting of Stockholders, was granted ten year options on December 1, 2003 to purchase 5,000 shares of Common Stock at the exercise price of \$1.35 per share, ten-year options on February 20, 2007 to purchase 5,000 shares of Common Stock at the exercise price of \$3.10 per share, five-year options on September 17, 2009 to purchase 10,000 shares at the exercise price of \$1.88 per share, five-year options on January 7, 2011 to purchase 10,000 shares at the exercise price of \$1.53 per share, and five-year options on January 12, 2012 to purchase 10,000 shares at the exercise price of \$3.45 per share. The \$3.45 option had a total fair value (as determined by the Black-Scholes-Merton option-pricing

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model) of \$10,000 of which \$5,000 was recognized as consulting expense in fiscal 2012. None of the options have been exercised to date.

Executive Officers and Key Personnel

Ms. Helena R. Santos and Mr. Robert P. Nichols are the executive officers of the Company. Mr. Brookman P. March is President and Director of Sales and Marketing of the Company's subsidiary, Altamira Instruments, Inc.

See "Election of Directors" for the employment history of Ms. Santos.

Robert P. Nichols (age 51), employed by the Company since February 1998, has served since August 2002 as Executive Vice President. Previously, he had been since May 2001 Vice President, Engineering. Prior to joining the Company, Mr. Nichols was an Engineer Manager with Bay Side Motion Group, a precision motion equipment manufacturer from January 1996 to February 1998.

Brookman P. March (age 67) has been Director of Sales and Marketing

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of Altamira, which has conducted the Catalyst Research Instruments operation since November 30, 2006 and its President since July 2008. He had been Vice President and a Director of Altamira from December 2003 until it was acquired by the Company. Mr. March is the husband of Ms. Morin, a Director.

The executive officers of the Company are elected by the Board of Directors of the corporation for which they serve and hold office until their respective successors are elected and qualified or until his or her earlier resignation or removal. None of the officers need to be Directors, and more than one office may be held by the same person. There is no arrangement or understanding between any executive officer and any person other than the Company regarding election as an officer.

The Compensation Committee reviews and recommends to the Board of Directors the compensation to be paid to each executive officer. In making a determination, the Committee and the Board give material consideration to the Company's results of operations and financial condition, competitive factors and the Company's resources. The compensation at times includes grants of options under its stock option plan to the named executives. Each officer is employed pursuant to a long-term employment agreement, containing terms proposed by the Committee and approved as reasonable by the Board of Directors. The Board is cognizant that as a relatively small company, the Company has limited resources and opportunities with respect to recruiting and retaining key executives. Accordingly, the Company has relied upon long-term employment agreements and grants of stock options to retain qualified personnel.

In September 2011, The Company entered into new employment agreements with Ms. Helena R. Santos and Robert P. Nichols extending their terms of employment to June 30, 2013. The new agreements increased their annual base salaries for the fiscal years ending June 30, 2012 and June 30, 2013 - for Ms. Santos from \$135,000 for the fiscal year ended June 30, 2011 to \$138,000 and \$141,000 respectively; and for Mr. Nichols from \$123,600 for the fiscal year ended June 30, 2011 to \$126,320 and \$129,100 respectively. Bonuses, if any, are to be awarded at the discretion of the Board of Directors for each of the fiscal years ending June 30, 2012 and June 30, 2013. For the year ended June 30, 2011, the Board of Directors authorized

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bonuses of \$4,000 for Ms. Santos and \$3,000 for Mr. Nichols. No bonuses were awarded for the fiscal year ended June 30, 2012.

In May 2012, the Company entered into a new employment agreement with Mr. March extending the term through June 30, 2014, which may be further extended by mutual consent for an additional 12 month period. The agreement provides for an annual base salary of \$131,000 and \$135,000 for each of the fiscal years ending June 30, 2013 and 2014, respectively, up from \$128,000 for the year ended June 30, 2012. Bonuses, if any, may be awarded at the discretion of the Board of Directors. A bonus of \$5,000 was paid to Mr. March during fiscal 2011 for his services during the twelve month period ended November 30, 2010, under the previous contract, no bonus was awarded for fiscal 2012.

Mr. March is the husband of Grace S. Morin, a Director of the Company and of Altamira and a former principal stockholder of Altamira.

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Each of the foregoing employment agreements contains confidentiality and non-competition covenants. The employment agreements for Ms. Santos and Mr. March contain termination provisions stipulating that if the Company terminates the employment other than for death, disability, or cause (defined as (i) conviction of a felony or (ii) gross neglect or gross misconduct (including conflict of interest), the Company shall pay severance payments equal to one year's salary at the rate of the compensation at the time of termination, and continue to pay medical health benefits provided by the Company for a period of two years from termination.

Compensation for each executive officer provided by his or her employment agreement was based on the foregoing factors and the operating and financial results of the segments under his or her management.

The following table summarizes all compensation paid by the Company to each of its executive officers for the fiscal years ended June 30, 2012 and 2011.

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SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Fiscal Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards (\$) (e)	Option Awards (\$) (f)	Non- Equity Incentive Plan Comp- ensation (\$) (g)	Non- Qualified Deferred Comp- ensation Earnings (\$) (h)
Helena R. Santos, CEO, President, CFO	2012	138,000	0	0	0	0	0
	2011	135,000	4,000	(1) 0	0	0	0
Robert P. Nichols, Exec. V.P.	2012	126,300	0	0	0	0	0
	2011	123,600	3,000	(1) 0	0	0	0
Brookman P. March, Director of Sales and Marketing, and President of Altamira	2012	128,000	0	0	200	(3) 0	0
	2011	122,650	5,000	(1) 0	2,900	(3) 0	0

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SUMMARY COMPENSATION TABLE (CONTINUED)

Name and Principal Position (a)	Fiscal Year (b)	Changes in Pension Value and Non- Qualified Deferred Comp- ensation Earnings	All Other Comp- ensation (\$) (i)	Total (\$) (j)
Helena R. Santos, CEO, President, CFO	2012 2011	0 0	2,800 (2) 2,800 (2)	140,800 141,800
Robert P. Nichols, Exec. V.P.	2012 2011	0 0	2,500 (2) 2,500 (2)	128,800 129,100
Brookman P. March, Director of Sales and Marketing, and President of Altamira	2012 2011	0 0	5,100 (2) 5,100 (2)	133,300 135,650

(1) Represents amounts paid for fiscal 2011.

(2) The amounts represent the Company's matching contribution under the Company's 401(k) Plans.

(3) The amounts represent compensation expense for stock options granted valued utilizing the Black-Scholes-Merton options pricing model, disregarding estimates of forfeitures related to service-based vesting considerations. The fiscal 2012 option was valued at a total of \$5,700 with stock-based compensation costs of \$5,500 to be recognized in the future.

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GRANTS OF PLAN-BASED AWARDS IN FISCAL YEAR ENDED JUNE 30, 2012

Estimated Future	All Other Stock	All Other Option
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Name	Grant Date	Payouts under Non-Equity Incentive Plan Awards	Estimated Future Payment Under Equity Plan Awards	Awards: Number of Shares of Stock Units(#)	Awards: Number of Securities Underlying Options (#)
(a)	(b)			(c)	(d)

Brookman					
P. March	05/10/12	0	0	0	5,000

GRANTS OF PLAN-BASED AWARDS IN FISCAL YEAR ENDED JUNE 30, 2012 (CONTINUED)

Name	Grant Date	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards
(a)	(b)	(e)	(f)

Brookman			
P. March	05/10/12	3.71	\$5,700

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Option Awards					
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date
(a)	(b)	(c)	(d)	(e)	(f)

Robert P. Nichols	5,000	0	0	1.25	10/2012
Brookman P. March	5,666	5,834	0	3.07	5/2022

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During fiscal 2012, there were no stock awards granted to officers and no executive officer exercised any options.

Related Transactions

Mr. Joseph G. Cremonese, a Director since November 2002, through his affiliate, Laboratory Innovation Company, Ltd., has been providing independent marketing consulting services to the Company for over ten years. The services have been rendered since January 1, 2003 pursuant to a consulting agreement which was extended in January, 2012 through December 31, 2012. The agreement as amended and restated currently provides that Mr. Cremonese and his affiliate shall render, at the request of the Company, marketing consulting services of at least 60, but not more than 96, days per year at the rate of \$660 per day with a monthly payment of \$3,300, with the Company's obligation reduced to the extent the consulting services are less than 60 days for the 12 month period. The agreement contains confidentiality and non-competition covenants. The Company paid the affiliate pursuant to the agreement \$37,800 and \$36,000 for fiscal 2012 and fiscal 2011, respectively.

Ms. Grace S. Morin, was elected a Director in December 2006 upon the sale of her 90.36% ownership interest in Altamira to the Company in November 2006. Under the purchase agreement Ms. Morin received (in addition to \$361,000 in cash paid and an aggregate of 112,950 shares of the Company's Common Stock issued at the time of acquisition), an amount equal to 4.518% (90.36% of 5%) of net sales of Altamira for each of five designated periods, subject to possible described adjustment. Accordingly, she received \$59,700 for the period from December 1, 2006 through June 30, 2007, \$131,000 for the year ended June 30, 2008; \$97,000 for the year ended June 30, 2009; \$126,400 for the year ended June 30, 2010; and \$38,000 for the five months ended November 30, 2010. She also received in fiscal 2008 \$36,400 as reimbursement for the Company's treatment of the transaction as a purchase of assets for tax purposes.

Until March 31, 2009, Ms. Morin had been employed full-time by Altamira as an administrative employee. Since April 1, 2009, she has provided consulting services on a part-time basis pursuant to an agreement expiring March 31, 2013 at the rate of \$85 per hour, which resulted in a payment of \$5,100 and \$9,000 for fiscal 2012 and fiscal 2011, respectively. The agreement contains confidentiality and non-competition covenants.

Section 16(a) Reporting

The Company believes that, for the year ended June 30, 2012, its officers, directors and 10% stockholders timely complied with all filing requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended.

PROPOSAL 2

APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors, subject to stockholders' approval, appointed Nussbaum Yates Berg Klein & Wolpov, LLP (the "Firm") as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013. The Firm has audited the consolidated financial statements of the Company since 1991. A representative of the Firm is expected to be present at the Annual Meeting, and will have an opportunity to make a statement to the stockholders and will be available to respond to appropriate questions. The ratification of the appointment will require the affirmative vote of the holders of a majority of the outstanding shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote. Abstentions will be included in determining the number of shares of Common Stock present or represented and entitled to vote for purposes of approval and will have the effect of votes "against" the proposal. Broker "non-votes" will not be counted in determining the number of shares of Common Stock present or represented and entitled to vote to approve the proposal and will therefore not have the effect of votes either "for" or "against".

Stockholder ratification of the appointment is not required by the Company's Certificate of Incorporation or By-laws or otherwise. If the stockholders fail to ratify the appointment, the Board of Directors will reconsider whether to retain that firm. Even if the appointment is ratified, the Board of Directors in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee, currently the entire Board of Directors determines that such a change would be in the best interest of the Company and its stockholders.

The following is a description of the fees incurred by the Company for services by the Firm during fiscal 2012 and fiscal 2011:

The Company incurred for the services of the Firm fees of approximately \$61,000 and \$54,000 for fiscal 2012 and 2011, respectively, in connection with the audit of the Company's annual financial statements and quarterly reviews; and \$5,000 for each fiscal year for the preparation of the Company's corporate tax returns. There were no other audit related fees or other fees paid to the Firm for the two fiscal years.

In approving the engagement of the independent registered public accounting firm to perform the audit and non-audit services, the Board of Directors as the Company's audit committee evaluates the scope and cost of each of the services to be performed including a determination that the performance of the non-audit services will not affect the independence of the firm in the performance of the audit services.

The Board of Directors unanimously recommends that the stockholders vote FOR the ratification of the appointment of Nussbaum Yates Berg Klein & Wolpov, LLP as the independent registered public accounting firm of the Company for the fiscal year ending June 30, 2013.

OTHER MATTERS

The Board of Directors are not aware of any matters other than those set forth in this proxy statement that will be presented for action at the Annual Meeting; however, if any other matters properly come before the Annual Meeting, the persons named as proxies intend to vote the shares of Common Stock they represent in accordance with their judgment on such matters.

ADDITIONAL INFORMATION

The Company's Annual Report to Stockholders for the fiscal year ended June 30, 2012, includes its Annual Report on Form 10-K for the year which was filed with the U.S. Securities and Exchange Commission on September 27, 2012. The Annual Report to Stockholders on Form 10-K is not part of this proxy material, but is being mailed to stockholders with this proxy solicitation. Certain information included herein is incorporated in the Report by reference.

STOCKHOLDER PROPOSALS

Proposals of stockholders of the Company intended to be presented at the Company's Annual Meeting of Stockholders following the year ending June 30, 2013 must be received by the Secretary of the Company for inclusion in the appropriate proxy materials no later than June 23, 2013.

EXPENSES AND SOLICITATION

The entire cost of soliciting proxies will be borne by the Company. In addition to the use of the mails, proxies may be solicited by officers, directors and regular employees of the Company personally or by telephone. No additional compensation will be paid to such persons for any additional solicitations. The Company will also request securities brokers, custodians, nominees and fiduciaries who hold shares of Common Stock of record to forward solicitation material to the beneficial owners of such shares, and will reimburse them for their reasonable out-of-pocket expenses in forwarding such soliciting materials.

By Order of your Board of Directors,

/s/ Robert P. Nichols

Robert P. Nichols
Secretary

Bohemia, New York
October 19, 2012

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PROXY CARD:

SCIENTIFIC INDUSTRIES, INC.
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS
November 29, 2012

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints Joseph G. Cremonese and Grace S. Morin, and each of them, with full power of substitution, to vote, as a holder of the common stock, par value \$0.05 per share ("Common Stock"), of Scientific Industries, Inc., a Delaware corporation (the "Company"), all the shares of Common Stock which the undersigned is entitled to vote, through the execution of a proxy with respect to the 2012 Annual Meeting of Stockholders of the Company (the "Annual Meeting"), to be held at La Quinta Inn & Suites, 10 Aero Road, Bohemia, New York, on Thursday, November 29, 2012 at 11:00 a.m. New York time, and any and all adjournments or postponements thereof, and authorizes and instructs said proxies to vote in the manner directed below.

1. Election of Class A Directors:

HELENA R. SANTOS JAMES S. SEGASTURE

FOR both nominees () WITHHOLD for both nominees ()

If you do not wish your shares voted FOR one of the nominees, draw a line through that person's name above.

2. Ratify the appointment of Nussbaum Yates Berg Klein & Wolpow, LLP, as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013.

FOR () AGAINST () ABSTAIN ()

3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before such meeting or adjournment or postponement thereof.

The Board of Directors recommends the vote FOR the election of the nominees for Class A Directors and proposal 2.

THIS PROXY IS CONTINUED ON THE REVERSE SIDE, PLEASE VOTE, SIGN AND DATE ON REVERSE SIDE AND RETURN PROMPTLY.

(BACK OF CARD)

PROPERLY EXECUTED AND RETURNED PROXY CARDS WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO INSTRUCTIONS TO THE CONTRARY ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE NAMED NOMINEES AND APPROVE PROPOSALS Nos. 2 AND 3.

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You may revoke this proxy at any time before it is voted by (i) filing a revocation with the Secretary of the Company, (ii) submitting a duly executed proxy bearing a later date or time than the date or time of the proxy being revoked; or (iii) attending the Annual Meeting and voting in person. A stockholder's attendance at the Annual Meeting will not by itself revoke a proxy given by the stockholder.

(Please sign exactly as the name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign with full corporate name by the president or other authorized officer. If a partnership, please sign in the partnership name by an authorized person.)

Dated: _____

Signature

PLEASE COMPLETE, SIGN, DATE
AND RETURN THE PROXY CARD
PROMPTLY USING THE
ENCLOSED ENVELOPE.

Signature, if held by joint owners