

# *SERVOTRONICS, INC.*

1110 Maple Street, P.O. Box 300 – Elma, New York 14059-0300 716-655-5990 Fax 716-655-6012

**Dr. Nicholas D. Trbovich**  
*Founder, Chairman of the Board of Directors  
and Chief Executive Officer*

May 1, 2013

Dear Fellow Shareholder:

The Annual Meeting of Shareholders will take place on Friday, May 24, 2013 at 2:30 p.m. at the offices of Jaeckle Fleischmann & Mugel, LLP, Avant Building - Suite 900, 200 Delaware Avenue, Buffalo, NY 14202. You are cordially invited to attend. If you wish to attend the meeting in person, you will need to register with us in advance.

The enclosed Notice of Annual Meeting and Proxy Statement describe the matters to be acted upon during the meeting. To ensure your representation at the meeting, even if you are unable to attend, please sign the enclosed Proxy Card and return it in the postage paid envelope.

If you have any questions in regard to completing your proxy, please call our Assistant Corporate Secretary, Bernadine E. Kucinski (716) 655-5990.

Your continued interest and support is very much appreciated.

Sincerely,



Dr. Nicholas D. Trbovich

**SERVOTRONICS, INC.**  
**1110 Maple Street**  
**P.O. Box 300**  
**Elma, New York 14059**

**NOTICE OF  
2013 ANNUAL SHAREHOLDERS' MEETING**

To the Shareholders:

Notice is hereby given that the 2013 Annual Meeting of the Shareholders of Servotronics, Inc. (the "Company") will be held at the offices of Jaeckle Fleischmann & Mugel, LLP, Avant Building - Suite 900, 200 Delaware Avenue, Buffalo, NY 14202, on Friday, May 24, 2013 at 2:30 p.m., Buffalo time, for the following purposes:

1. To elect five Directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and qualified;
2. To consider and ratify the appointment of Freed Maxick CPAs, P.C. as the Company's independent registered public accounting firm for the 2013 fiscal year;
3. To cast an advisory vote on the Company's Executive Compensation for its named executive officers ("say-on-pay");
4. To cast an advisory vote on the frequency of future advisory "say on pay" votes; and
5. To transact such other business as may properly come before the meeting or any adjournments thereof.

Only shareholders of record at the close of business on April 22, 2013 are entitled to notice of and to vote at the meeting or any adjournments thereof.



DR. NICHOLAS D. TRBOVICH  
*Founder, Chairman of the Board of Directors  
and Chief Executive Officer*

Dated: May 1, 2013

**Important notice regarding the availability of Proxy materials for the Annual Meeting of Shareholders to be held on May 24, 2013.**

This Proxy statement, form of proxy and the Company's 2012 Annual Report are available at [www.servotronics.com](http://www.servotronics.com).

SHAREHOLDERS ARE URGED TO VOTE BY SIGNING, DATING AND MAILING THE ENCLOSED PROXY IN THE ENCLOSED ENVELOPE TO WHICH NO POSTAGE NEED BE AFFIXED IF MAILED IN THE UNITED STATES.

May 1, 2013

**SERVOTRONICS, INC.**  
**1110 Maple Street**  
**P.O. Box 300**  
**Elma, New York 14059**  
**PROXY STATEMENT**  
**FOR**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD MAY 24, 2013**

The following information is furnished in connection with the Annual Meeting of Shareholders of SERVOTRONICS, INC. (the "Company") to be held on May 24, 2013 at 2:30 p.m., Buffalo time, at the offices of Jaeckle Fleischmann & Mugel, LLP, Avant Building - Suite 900, 200 Delaware Avenue, Buffalo, NY 14202. A copy of the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2012 accompanies this Proxy Statement. Additional copies of the Annual Report, Notice, Proxy Statement and form of proxy may be obtained without charge from the Company's Assistant Corporate Secretary, 1110 Maple Street, P.O. Box 300, Elma, New York 14059. This Proxy Statement and proxy card are first being mailed to shareholders on or about May 1, 2013.

**SOLICITATION AND REVOCABILITY OF PROXIES**

The enclosed proxy for the Annual Meeting of Shareholders is being solicited by the Directors of the Company. The proxy may be revoked by a shareholder at any time prior to the exercise thereof by filing with the Assistant Corporate Secretary of the Company a written revocation or duly executed proxy bearing a later date. The proxy may be revoked by a shareholder attending the meeting, by withdrawing such proxy and voting in person. The cost of soliciting the proxies on the enclosed form will be paid by the Company. In addition to the use of mails, proxies may be solicited by employees of the Company (who will receive no additional compensation therefor) personally or by telephone or other electronic communications and arrangements may be made with banks, brokerage houses and other institutions, nominees and/or fiduciaries to forward the soliciting material to their principals and to obtain authorization for the execution of proxies. The Company may, upon request, reimburse banks, brokerage houses and other institutions, nominees and fiduciaries for their expenses in forwarding proxy material to their principals. The Company has retained the services of InvestorCom, Inc., 65 Locust Avenue, Third Floor, New Canaan, Connecticut 06840, to assist in the solicitation of proxies and will pay that firm a fee of approximately \$3,000 plus expenses.

**VOTING INFORMATION**

The record date for determining shares entitled to vote has been fixed at the close of business on April 22, 2013. On such date there were outstanding 2,536,182 shares of common stock of the Company, \$.20 par value ("Common Stock"), entitled to one vote each.

The presence, in person or by properly executed proxy, of the holders of shares of Common Stock entitled to cast a majority of the votes entitled to be cast by the holders of all outstanding

shares of Common Stock is necessary to constitute a quorum. Directors will be elected by a plurality of all the votes cast at the 2013 Annual Meeting with each share being voted for as many individuals as there are Directors to be elected and for whose election the share is entitled to vote. Ratification of the appointment of Freed Maxick CPAs, P.C. as the Company's independent registered public accounting firm for the 2013 fiscal year requires the affirmative vote of a majority of the votes cast on the proposal. The advisory vote on the Company's executive compensation for its Named Executive Officers also requires the affirmative vote of a majority of the votes cast on the proposal. The frequency of the advisory vote on the compensation of the Company's Named Executive Officers will be determined based on the option receiving the greatest number of votes. Pursuant to SEC rules, shareholder proposals must have been received by April 16, 2013, which date is 45 days before the date (June 4) on which the Company mailed its proxy materials for last year's annual meeting, to be considered at the 2013 Annual Meeting. At April 16, 2013, the Company had not received notice of any intention to submit any other matter; and, therefore, the named proxies have discretion to vote on any other matter that comes before the meeting.

Shares of Common Stock represented by a properly signed, dated and returned proxy will be treated as present at the meeting for the purposes of determining a quorum. Proxies relating to "street name" shares of Common Stock that are voted by brokers will be counted as shares of Common Stock (i) present for purposes of determining the presence of a quorum and (ii) as having voted in accordance with the directions and statements on the form of proxy.

### **PROPOSAL 1: ELECTION OF DIRECTORS**

The By-Laws of the Company provide that there shall be not less than three Directors not more than nine and that the number of Directors to be elected at the Annual Meeting of Shareholders shall be fixed by the Board of Directors. The Board of Directors has fixed the number of Directors to be elected at the meeting at five. Each person so elected shall serve until the next Annual Meeting of Shareholders and until his successor is elected and shall have qualified.

Each nominee is currently serving as a Director of the Company. The Directors believe that all of the nominees are willing and able to serve as Directors of the Company. If any nominee at the time of election is unable or unwilling to serve or is otherwise unavailable for election, the enclosed proxy will be voted in accordance with the best judgment of the person or persons voting the proxy. On November 21, 2012, the Board of Directors increased the size of the Board from four to six members and elected Edward C. Cosgrove, Esq. and Kenneth D. Trbovich to fill the newly created positions on the Board. Nicholas D. Trbovich, Jr. has not been asked to stand for re-election at the Annual Meeting.

The following paragraphs set forth certain information regarding the nominees for election to the Company's Board of Directors, including the specific experience, qualifications, attributes or skills that led to the conclusion by the Board of Directors that such person should serve as a Director of the Company. The nominees for election to the Company's Board of Directors are Dr. Nicholas D. Trbovich, age 77, Donald W. Hedges, Esq., age 91, Dr. William H. Duerig, age 91, Edward C. Cosgrove, Esq., age 78, and Kenneth D. Trbovich, age, 38.

Dr. William H. Duerig is an Independent Director of the Company and Chairman of the Company's Audit Committee. He has been a Company Director since 1990. He has an impressive

success record for his leadership performance in many world-recognized advanced technology and state-of-the-art programs and projects. He has served as a Corporate Officer, Program Director, Project Leader and in other similar positions which combined management and advanced technology competence. These positions, programs and projects included being the Physicist in charge of certain key aspects of the Manhattan Atomic Bomb Project, a Principal Staff member of the Applied Physics Laboratory of John Hopkins University, a member of the Board of Directors for the Bumble Bee Missile Program, the Director for the development of telemetering equipment for the Terrier and Talos Missile Systems (precursors for the current Standard Missile Program) and he has served in other management positions such as Corporate Vice President of Research and Engineering and as a consultant. Dr. Duerig, now retired and a market investor, continues to serve on the Board of Directors of technically oriented companies and other organizations. He has a Ph.D. in Solid State Physics and a strong accounting education from the University of Maryland and New York University respectively. Dr. Duerig's wide range of education, expertise and management experience in and across many disciplines qualifies him as an expert from the perspective of meeting corporate goals and corporate responsibility in a technology and profit-driven corporate environment and comprehensively qualifies him to be the financial expert for the Audit Committee and an Independent Director for the Company. Dr. Duerig's long association with the Company, his demonstrated successful leadership achievements in roles that are academic, commercial and government related in a wide range of technology and business arenas in combination with his organizational expertise and skills (see above) are among the substantial attributes which highly qualifies him as a Company Director.

Donald W. Hedges, Esq. has been an Independent Company Director since 1967 and is a member of the Audit Committee. Mr. Hedges, a business law attorney, has extensive Corporate Law and finance experience with national and international, private and public companies. His comprehensive experience includes the representation of companies in the preparation of Initial Public Offerings, and at times, as a principal in a broad range of economic and financing activities. A current active practitioner of business law, he is a retired Partner of Wolf, Block, Shorr and Solis-Cohen. His expertise includes a wide range of corporate financing for technology driven activities and otherwise. He was awarded an honorary Doctorate Degree from Webber College and is a Wharton School graduate (BS Economics), a law school graduate (JD Law) of the University of Pennsylvania. He is a former aircraft carrier combat fighter pilot and was awarded the Air Medal and the Distinguished Flying Cross for heroic acts performed in the South Pacific. He is an aviation and aerospace cognizant individual whose comprehensive legal knowledge and business experience has been beneficial to the Company. Mr. Hedges' long association with the Company combined with his successful record as an attorney of national and international representation and negotiation highly qualifies him as a Company Director.

Edward C. Cosgrove, Esq., has served as an independent director since November 21, 2012. Mr. Cosgrove is a prominent long-term member of the Western New York jurisprudence community. He earned a Bachelor of Arts Degree from the University of Notre Dame in 1956 and a Doctor of Laws Degree from Georgetown University Law School in 1959. His wide range of experience has included years as a Special Agent, Federal Bureau of Investigation (1960 – 1962), Attorney at Law (1963– 1973) and District Attorney of Erie County, NY (1974 – 1981). From 1982 to the present his practice includes Civil and Criminal Litigation, management of legal crises and representation of local, national and international corporations, insurance companies and

professionals before State Licensing Boards with the Cosgrove Law Firm. Mr. Cosgrove brings extensive experience as an active member of professional and charitable organizations. Mr. Cosgrove is eminently qualified to be a Director of Servotronics, Inc. because of his wide range of experience, excellent reputation and demonstrated competency in addressing complex challenges leading to significant opportunities and conclusions.

Mr. Kenneth D. Trbovich has been a Company Director since November 21, 2012 and is currently the President of the Company. Mr. Trbovich is a significant beneficial owner of the Company's common shares, and is the son of the Company's founder. He first joined the Company on a part-time basis while attending College. After becoming a full-time employee, he has held positions of successively increasing responsibilities that led to his current position as President of Servotronics, Inc. and CEO and President of the Ontario Knife Company (a Company subsidiary). He is on the Board of Regents of the American Knife and Tool Institute, and is listed as co-inventor on patent-pending applications that are incorporated in various successful Company products. Mr. Trbovich has traveled extensively while directing special projects in Australia, Singapore, Germany, England and other world locations. He is a Trustee for a Private Charitable Foundation and is active in various professional and business organizations in addition to serving on the Board of Trustees for Medaille College. He is an Event Participator and Research Facilitator through the Company's memberships in such organizations as the Buffalo Niagara Partnership, the National Association of Manufacturers, the Aerospace Industry Association, etc. A Life Member of Mensa, he holds two undergraduate degrees in addition to earning Certificates of Completion for certain other Special Purpose Programs at the University of Buffalo, the Simon Graduate School of Business at the University of Rochester and others. Mr. Trbovich's achievements, operational insights, strategic planning continuity, wide-range multi-industry cognizance, specific industry knowledge, experience and established associations highly qualifies him as a Company Director.

Dr. Nicholas D. Trbovich has been a Company Director since the Company was founded in 1959. As a Founder of the Company, substantial shareholder and as a Company's past President and current CEO, he has managed personally and through delegation the research, development, engineering, manufacturing and administration of the Company as the Company grew and its goals were achieved over the years. He has guided the Company in its transition from being primarily an engineering entity to a Company with expanded manufacturing and new product capabilities. He has been instrumental and successful in positioning the Company to meet the increased requirements to support new product design, development and enhanced manufacturing capabilities. The Company's designed and developed products fill key roles in many of the world's well-known aerospace programs such as the Boeing 700 and Airbus 300 Series of commercial jets, the F-135, F-18, F-16, F-15 and various other jet fighters, jet transports, helicopters, bombers and the Hubbell Space Telescope. Dr. Trbovich's past and/or current business Directorships include manufacturing companies, banking institutions, professional and other enterprises. An elected Member of the Niagara Frontier Aviation and Space Hall of Fame, he is a holder of patents, recipient business and/or technical awards, a member of professional associations and a published author. He has held various leadership positions including Chairman of the Board of Trustees for two colleges and past Vice Chairman of the Board for a third college. His collective achievements, broad range of recognitions and continuing dedicated efforts to meet and exceed Company goals highly qualifies him as a Company Director.

The Directors recommend a vote FOR the five nominees listed above. Unless instructed otherwise, proxies will be voted FOR these nominees.

## **ADDITIONAL COMPANY INFORMATION**

### **Committees and Meeting Data**

The Board of Directors has a formal Audit Committee comprised of Dr. Duerig, Mr. Hedges, Esq. and Mr. Cosgrove, Esq. which performs all the functions requested to be performed by the Company's Independent Directors. The Audit Committee meets with the Company's Independent Auditors and reviews with them matters relating to corporate financial reporting and accounting procedures and policies, the adequacy of financial, accounting and operating controls, the scope of the audit and the results of the audit. The Audit Committee is also charged with the responsibility of submitting to the Board of Directors any recommendations it may have from time to time with respect to financial reporting and accounting practices, policies and financial accounting and operation controls and safeguards.

The Board has (i) determined that Dr. Duerig, Mr. Hedges and Mr. Cosgrove are Independent Directors pursuant to the listing standards of the NYSE MKT; and (ii) designated Dr. Duerig as the Company's "Audit Committee financial expert".

The Board of Directors does not have a standing nominating or compensation committee. Pursuant to Board resolutions, the full Board of Directors approves/ratifies all Director nominees after they are determined by the Independent Directors. See "Director Nominating Process" on page 7. Additionally, the Independent Directors determine the compensation of the Chief Executive Officer and all Executive Officers and such determinations are subsequently submitted to the full Board of Directors for approval/ratification. During the fiscal year ended December 31, 2012, the Audit Committee met 6 times and the Board of Directors met 8 times. No Director attended less than 100% of the meetings held. Each Director is expected to attend the Annual Meeting of Shareholders. In 2012, the Annual Meeting of Shareholders was attended by all Directors.

### **Code of Ethics**

The Company has adopted a Code of Ethics and Business Conduct that applies to all Directors, Officers and employees of the Company as required by the listing standards of the NYSE MKT. The Code is available on the Company's website at [www.servotronics.com](http://www.servotronics.com) and the Company intends to disclose on this website any amendment to the Code. Waivers under the Code, if any, will be disclosed under the rules of the SEC and the NYSE MKT.

### **Report of the Audit Committee of the Board of Directors**

The Audit Committee serves as the representative of the Board of Directors for general oversight of the Company's financial accounting and reporting, systems of internal control, audit process and monitoring compliance with standards of business conduct. The Audit Committee operates under a written charter which is available on the Company's website at [www.servotronics.com](http://www.servotronics.com). Management of the Company has primary responsibility for preparing financial statements of the Company as well as the Company's financial reporting process. Freed Maxick CPAs, P.C. ("Freed Maxick"), acting as Independent Auditors, is responsible for expressing an opinion on the

conformity of the Company's audited financial statements with U.S. generally accepted accounting principles.

In this context, the Audit Committee hereby reports as follows:

1. The Audit Committee has reviewed and discussed the audited financial statements for fiscal year 2012 with the Company's Management.
2. The Audit Committee has discussed with the Independent Auditors the matters required to be discussed by the Standards of the Public Company Accounting Oversight Board (PCAOB).
3. The Audit Committee has received the written disclosures and the letter from the Independent Auditors required by PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, and has discussed with Freed Maxick the matter of that firm's independence.
4. Based on the review and discussion referred to in paragraphs (1) through (3) above, the Audit Committee approved that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, for filing with the Securities and Exchange Commission.

Each member of the Audit Committee is independent as defined under the listing standards of the NYSE MKT.

**AUDIT COMMITTEE**

Dr. William H. Duerig, Chairman  
Donald W. Hedges, Esq.  
Edward C. Cosgrove, Esq.

**Leadership Structure**

Dr. Nicholas D. Trbovich is the Company's Chairman of the Board and Chief Executive Officer. The Company believes that having one person hold the roles of Chairman of the Board and Chief Executive Officer is the most effective way at this time to organize the leadership structure of the Board of Directors. Having one person hold the roles of Chairman of the Board and Chief Executive Officer promotes unified leadership and direction for the Board and executive management and it allows for a single and clear focus for the chain of command to execute the Company's strategic initiatives and business plans. Because Dr. Trbovich is primarily responsible for managing the Company's day-to-day operations and strategic plan implementations, he is in the best position to chair meetings of the Board of Directors where key business and strategic issues are discussed. The Board believes that the combined role of Chairman of the Board and Chief Executive Officer coupled with the existence of the Independent Directors is the appropriate leadership structure for the Board of Directors at this time. It provides sufficient independent oversight while avoiding unnecessary confusion regarding the Board's oversight responsibilities and the day-to-day management of the Company's business operations and strategic plan implementations. The Independent Directors periodically review this structure to assess its effectiveness on a continuing basis.



## **Board Oversight of Risk Management**

The Board of Directors oversees the Company's risk management process. This oversight is primarily accomplished through the Board's committees and management's reporting processes. The Company does not have a formal risk committee; however, the Audit Committee focuses on risk related to accounting, internal controls and financial and tax reporting. The Audit Committee also assesses economic and business risks and monitors compliance with ethical standards. The Independent Directors identify and oversee risks associated with the Company's executive compensation policies and practices, Director independence, related party transactions and the implementation of corporate governance policies.

## **Director Nominating Process**

The determination of the individuals to be nominated for the Board of Directors is made by the Independent Directors. This determination is then subsequently submitted to the full Board of Directors for approval/ratification. The Board has determined that Dr. Duerig, Mr. Hedges and Mr. Cosgrove are independent under the NYSE MKT listing standards.

The Board has not adopted specific minimum criteria for director nominees. Nominees are identified by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to the Company's business and who are willing to continue in service are considered for re-nomination. If any member of the Board does not wish to continue in service, the Board first considers the appropriateness of the size of the Board and then considers factors that it deems are in the best interests of the Company and its shareholders in identifying and evaluating a new nominee. Consistent with the concept of diversity, the Company recognizes the value of having a Board that encompasses a broad range of skills, expertise, contacts, industry knowledge and diversity of opinion.

The Board will consider Director Nominees from any reasonable source, including nominees suggested by incumbent Board Members and Management as well as Shareholder recommendations tendered in accordance with the Company's advance notice provisions. The Company does not currently employ an executive search firm, or pay a fee to any other third party, to locate qualified candidates for director positions.

## **Directors' Compensation**

Under the Company's compensation arrangements, Independent Directors are paid a yearly Director's fee of \$22,500 plus a per-meeting fee of \$1,000 and reimbursement of actual expenses for attendance at Board meetings. Members of the Audit Committee of the Board are paid a yearly Audit Committee fee of \$7,500 plus a per-meeting fee of \$750 and reimbursement of actual expenses for attendance at Audit Committee meetings.

The following table contains information with respect to the compensation paid to the Independent Directors for the year ended December 31, 2012.

<u>Name</u>	<u>Fees Earned or Paid in Cash (1)</u>	<u>Option Awards (2)</u>	<u>All other Compensation (3)</u>	<u>Total</u>
Dr. William H. Duerig	\$44,250	-	\$25,000	\$69,250
Donald W. Hedges	\$44,250	-	\$25,000	\$69,250
Edward C. Cosgrove (4)	-	-	-	-

- (1) Includes cash compensation earned by the Directors during the fiscal year 2012.
- (2) No options were awarded in 2012. As of December 31, 2012, each of Dr. Duerig's and Mr. Hedges' stock option holdings in the Company consisted of: 7,500 exercisable options with an exercise price of \$4.70 expiring on December 29, 2015.
- (3) Special retainer fee awarded by the Board of Directors in November 2012.
- (4) Mr. Cosgrove became a Director on November 21, 2012. Mr. Cosgrove did not receive any compensation in 2012 but will begin receiving payments in accordance with the compensation arrangements for Independent Directors in 2013.

#### **Shareholder Communications with the Board of Directors**

Shareholders who wish to contact the Board of Directors or any of its members may do so by addressing their written correspondence to Board of Directors, 1110 Maple Street, P.O. Box 300, Elma, New York 14059. Correspondence directed to an individual Board member will be referred, if appropriate, to that member. Correspondence not directed to a particular Board member will be referred, if appropriate, to the Chairman of the Audit Committee.

#### **EXECUTIVE OFFICERS**

The following is a listing of the Company's current Executive Officers:

<u>Name</u>	<u>Age</u>	<u>Position with the Company and Principal Occupation and Business Experience for Past Five Years</u>
Dr. Nicholas D. Trbovich	77	Founder, Chairman of the Board of Directors; Chief Executive Officer of the Company for more than five years; Also, President of the Company for more than five years before October 2010.
Kenneth D. Trbovich	38	Director of the Company since November 21, 2012; President of the Company since September 29, 2012; Vice President of the Company from 2010-2012; Director of Special Projects 2007-2010.

Cari L. Jaroslowsky	43	Treasurer and Chief Financial Officer of the Company since 2005; CPA Consultant/Controller for the Company for more than five years prior to 2005.
Salvatore San Filippo	64	Senior Vice President of the Company since 2010; Vice President of the Company 2007-2010
James C. Takacs	47	Vice President of the Company since 2010; Director of Operations 2006-2010.

Kenneth D. Trbovich, Director and Executive Officer, is the son of Dr. Nicholas D. Trbovich.

## **EXECUTIVE COMPENSATION**

The Summary Compensation Table as shown on page 10 quantifies the amount or value of the different forms of compensation earned by or awarded to the Named Executive Officers in fiscal 2012 and 2011 and provides a dollar amount for total compensation. Descriptions of the material terms of the employment agreements with certain Named Executive Officers are provided under "Employment Agreements" below.

### **The Compensation Process Overview**

The Company does not have a standing compensation committee. The Independent Directors determine the compensation of the Named Executive Officers in accordance with the NYSE MKT listing standards. Management plays a significant role in the compensation-setting process, other than compensation of the Chief Executive Officer which is determined solely by the Independent Directors. The most significant aspects of management's role are evaluating employee performance, recommending business performance targets and objectives, and recommending salary levels and other compensation awards.

### **2012 Base Salary**

The Independent Directors seek to provide the Named Executive Officers with a level of assured cash compensation in the form of base salary that is commensurate with their professional status, accomplishments and geographic location. The base salaries are reviewed annually by the Independent Directors and are adjusted from time to time to recognize competitive market data, the officer's level of responsibility, outstanding individual performance, promotions and internal equity considerations. For the year ended December 31, 2012, base salary paid to each of the Named Executive Officers is as set forth in the Summary Compensation Table, on page 10.

### **2012 Bonus**

The Company may also make cash awards to the Named Executive Officers and other employees that are not part of any pre-established, performance-based criteria. Awards of this type are completely discretionary and subjectively determined by the Independent Directors at the time they are awarded. In the event this type of cash award is made, it is reflected in the "Summary Compensation Table" under a separate column entitled "Bonus." For 2012, the bonuses were not awarded pursuant to any pre-established, performance-based criteria set by the Independent Directors. Rather, the bonuses were awarded in recognition of the efforts of the Named Executive

Officers to control costs and expenses and improve Company profitability, through revenue expansion, leadership and product innovation. The Company was under no obligation to award the cash bonuses and is under no obligation to award future cash bonuses.

### Equity Awards

In 2012, the shareholders of the Company approved the adoption of the 2012 Long-Term Incentive Plan. No equity awards were granted to the Named Executive Officers in 2012. On April 18, 2013, the Company awarded the following number of restricted shares to the Executive Officers pursuant to the 2012 Long-Term Incentive Plan. Dr. Trbovich 60,000 shares; Mr. Trbovich 60,000 shares; Ms. Jaroslowsky 18,000 shares; Mr. Takacs 15,000 shares; and Mr. San Filippo 12,000 shares.

### Summary Compensation Table

The following table contains information with respect to the annual compensation for the years ended December 31, 2012 and 2011 for the Company's Chief Executive Officer, the two most highly compensated Executive Officers who were serving as Executive Officers at December 31, 2012 and a former Officer required to be disclosed pursuant to Item 402 of Regulation S-K.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>All Other Compensation (1)</u>	<u>Total</u>
Dr. Nicholas D. Trbovich Chairman and CEO	2012	\$552,437	\$29,000	\$121,149	\$702,586
	2011	\$539,880	\$57,000	\$311,922	\$908,802
Cari L. Jaroslowsky CFO and Treasurer	2012	\$177,473	\$15,000	\$39,626	\$232,099
	2011	\$173,440	\$17,000	\$46,618	\$237,058
Salvatore San Filippo Senior Vice President	2012	\$153,580	\$7,000	\$23,441	\$184,021
	2011	\$150,090	\$14,000	\$19,528	\$183,618
Nicholas D. Trbovich, Jr. Former Executive Officer	2012	\$276,365	-	\$113,296	\$389,661
	2011	\$321,023	\$47,000	\$178,087	\$546,110

- (1) All Other Compensation for 2012 includes (i) an allocation of 848 shares of Common Stock under the Servotronics Inc.'s Employee Stock Ownership Plan ("ESOP") for Dr. Trbovich, 579 shares for Ms. Jaroslowsky, 473 shares for Mr. San Filippo and 648 shares for Mr. Trbovich, Jr. valued as of the closing price on November 30, 2012 (the date of allocation) of \$7.20 per share; (ii) \$58,448, \$6,736 and \$68,574 for Dr. Trbovich, Ms. Jaroslowsky and Mr. Trbovich, Jr. respectively, for vacation pay in lieu of time off pursuant to a policy that is generally applicable to all employees of the Company; (iii) \$10,795 for Dr. Trbovich for benefit parity payments in lieu of pension related benefits that are limited by the terms of the ESOP; (iv) \$11,124, \$322, \$342 and \$966 for Dr. Trbovich, Ms. Jaroslowsky, Mr. San Filippo and Mr. Trbovich, Jr. respectively, for life insurance; (v) \$34,673, \$28,400, \$19,697 and \$32,512 for Dr. Trbovich, Ms. Jaroslowsky, Mr. San Filippo and Mr. Trbovich, Jr. respectively, for health insurance and medical/health related expenses (vi) \$6,577 for personal use of a company car for Mr. Trbovich, Jr.

## **Employment Agreements**

Dr. Trbovich and Kenneth Trbovich have employment agreements with the Company pursuant to which they are entitled to receive minimum salary compensation of \$578,300 and \$250,000 per annum, respectively, or such greater amount as the Company's Board of Directors may approve/ratify and individual and spousal lifetime health and life insurance benefits. In the event of death or total disability during the term of the employment agreement, he or his estate is entitled to receive 50% of the compensation he is receiving from the Company at the time of his death or disability during the remainder of the term of the employment agreement. Also, in the event of (i) a breach of the agreement by the Company, (ii) a change in control of the Company, as defined, or (iii) a change in the responsibilities, positions or geographic office location, he is entitled to terminate the agreement and receive a payment of 2.99 times their average annual compensation from the Company for the preceding five years. If this provision is invoked and the Company makes the required payment, the Company will be relieved of any further salary liability under the agreement notwithstanding the number of years covered by the agreement prior to termination. The term of the agreement extends to and includes December 31, 2017 for Dr. Trbovich, and December 31, 2018 for Kenneth Trbovich provided however, the term of the agreement will be automatically extended for one additional year beyond its then expiration date unless either party has notified the other in writing that the term will not be extended. If the Company elects not to extend the agreement, he will be entitled to a severance payment equal to nine months' salary and benefits.

The Company provides certain post retirement health and life insurance benefits for Dr. Trbovich and Kenneth Trbovich. Upon retirement and after attaining at least the age of 65, the Company will pay for the retired executives and dependents health benefits and will continue the Company-provided life insurance offered at the time of retirement. The retiree's health insurance benefits ceases upon the death of the retired executive. The actuarially calculated future obligation of the benefits at December 31, 2012 and 2011 for both Dr. Trbovich and Kenneth Trbovich is \$144,682 and \$44,817, respectively.

On October 20, 2012, effective September 29, 2012, the Board of Directors terminated the Employment agreement between the Company and Nicholas D. Trbovich, Jr. dated July 5, 2005 and as amended on January 27, 2012 and August 13, 2012. Mr. Trbovich, Jr.'s Employment Agreement was substantially similar to the agreements summarized above and was terminated pursuant to paragraph 9 thereof. See note 10 to the Company's financial statements included in the Company's Annual Report for additional information.

## Outstanding Equity Awards at 2012 Fiscal Year End

The following table shows information with respect to the value of unexercised options held by the Named Executive Officers as of December 31, 2012. All of the options granted to the Named Executive Officers are fully vested and exercisable.

<u>Named Executive Officer</u>	<u>Number of securities underlying unexercised options (#)</u>	<u>Option Awards</u>	
		<u>Option Exercise Price</u>	<u>Option Expiration Date</u>
Cari L. Jaroslowsky	1,000	\$4.70	12/29/2015

On April 26, 2012, Dr. Trbovich exercised 25,000 stock options and the aggregate dollar value realized was \$117,500. On April 24, 2012, Mr. Trbovich Jr. exercised 10,000 stock options and the aggregate dollar value realized was \$47,000.

## Certain Relationships and Related Transactions

Nicholas D. Trbovich, Jr., Director of the Company, is an inventor or co-inventor of certain issued patents and patent pending applications that are used in the business of a subsidiary of the Company. The patents have been and are currently used by the subject subsidiary on a royalty-free basis with Mr. Trbovich, Jr.'s consent.

During 2009 the Company formed a new wholly owned subsidiary that leased certain personal property from a related party through the execution of a capital lease. The Company also entered into a real property lease agreement with the related party. These transactions were related party transactions because Mr. Trbovich, Jr.'s wife was the sole shareholder of the company that owned the assets. The Company terminated the personal property lease and surrendered the assets under both the personal property and real property leases in the third and fourth quarters of 2012.

Proposed transactions between the Company and a related person are submitted to the Independent Directors which compose the Audit Committee for their determinations. In making its determinations, the Audit Committee (i.e., Independent Directors) consider, among other factors, whether the proposed transaction is in the Company's best interest and is on terms no less favorable to the Company than terms generally available from an unaffiliated third-party under the same or similar circumstances and the extent of the related person's interest in the transaction. Also, the Independent Directors (i.e., Audit Committee) may, at their discretion, request an independent appraisal if an independent appraisal has not already been provided. A related party is excluded from participating in the determinations of the Audit Committee.

## OWNERSHIP OF COMPANY STOCK

### Security Ownership of Certain Beneficial Owners

The following table lists the persons that owned beneficially, as of April 22, 2013, more than 5% of the outstanding shares of Common Stock of the Company, based on the Company's records. Unless otherwise stated, each person has sole voting and investment power with respect to the shares of Common Stock indicated as beneficially owned by that person.

<b><u>Name and Address of Beneficial Owner</u></b>	<b><u>Amount and Nature of Beneficial Ownership</u></b>	<b><u>Percent of Class (1)</u></b>
Servotronics, Inc. Employee Stock Ownership Trust (2) 1110 Maple Street P.O. Box 300 Elma, New York 14059	653,690 (2)	25.77%
Dr. Nicholas D. Trbovich (3) 1110 Maple Street P.O. Box 300 Elma, New York 14059	517,293 (3)	20.40%
Harvey Houtkin (4) 160 Summit Avenue Montvale, New Jersey 07645	352,088 (4)	13.88%

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- (1) Percent of class is based upon 2,536,182 shares of Common Stock outstanding as of April 22, 2013.
  - (2) The Trustees of the Servotronics, Inc. Employee Stock Ownership Trust (the "ESOT") -- Dr. Nicholas D. Trbovich and Kenneth D. Trbovich -- direct the voting of unallocated shares. The participants in the related plan have the right to direct the voting of shares which have been allocated to their respective accounts; if a participant does not direct the vote, the Trustees may direct the vote of that participant's shares. As of April 22, 2013, approximately 438,476 shares are allocated to the accounts of participants and approximately 215,214 shares remain unallocated.
  - (3) This amount includes (i) 25,309 shares held by a charitable foundation for which Dr. Trbovich serves as a Trustee (ii) 60,000 shares of restricted stock that has not yet vested and (iii) approximately 44,180 shares allocated to Dr. Trbovich's account under the ESOT. These amounts do not include the shares beneficially owned by certain of Dr. Trbovich's other relatives. Also, except as set forth in this note (3), does not include shares held by the ESOT as to which Dr. Trbovich serves as one of the two Trustees. See note (2) above.
  - (4) This information is based on a statement on Schedule 13D, as last amended on February 12, 2004, filed by Mr. Houtkin with the Securities and Exchange Commission. According to Mr. Houtkin's statement, he had sole voting and investment power with respect to 190,000 shares and shared voting and investment power with respect to 162,088 shares.

Mr. Houtkin disclaimed beneficial ownership in additional shares owned by other members of his family. The Company has received no further information from Mr. Houtkin or on his behalf.

### Security Ownership of Management

The following table sets forth, as of April 22, 2013, information as to the beneficial ownership of shares of Common Stock of the Company held by each Director, Named Executive Officer and by all Directors and Officers as a group (each individual listed in the following table has sole voting and investment power with respect to the shares of Common Stock indicated as beneficially owned by that person, except as otherwise indicated):

<b><u>Name of Beneficial Owner</u></b>	<b><u>Amount and Nature of Beneficial Ownership</u></b>	<b><u>Percent of Class (1)</u></b>
Dr. Nicholas D. Trbovich	517,293 (2)	20.40%
Kenneth D. Trbovich	65,768 (3)	2.59%
Cari L. Jaroslowsky	21,185 (4)	0.83%
Salvatore San Filippo	19,293 (5)	0.76%
Donald W. Hedges, Esq.	30,236 (6)	1.19%
Dr. William H. Duerig	29,093 (7)	1.15%
Edward C. Cosgrove, Esq.	-	-
Nicholas D. Trbovich, Jr.	83,163 (8)	3.28%
All Directors and Officers as a group	1,024,370 (9)	40.37%

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- (1) Percent of class is based upon 2,536,182 shares of Common Stock outstanding as of April 22, 2013 plus the number of shares subject to stock options held by the indicated person or group.
  - (2) See note (9) below and note (3) to the table in “Security Ownership of Certain Beneficial Owners”.
  - (3) This amount includes (i) 2,684 shares allocated to Mr. Trbovich’s account under the ESOT and (ii) 60,000 shares of restricted stock that has not yet vested. Except as set forth in the preceding sentence, does not include shares held by the ESOT as to which Mr. Trbovich serves as one of the Trustees. See Note (9) below.
  - (4) This amount includes (i) 1,000 shares which Ms. Jaroslowsky has the right to acquire under stock options which are currently exercisable (ii) approximately 1,185 shares allocated to Ms. Jaroslowsky’s account under the ESOT and (iii) 18,000 shares of restricted stock that has not yet vested.
  - (5) This amount includes (i) 5,293 shares allocated to Mr. San Filippo’s account under the ESOT (ii) 12,000 shares of restricted stock that has not yet vested.
  - (6) Mr. Hedges has sole voting and investment power with respect to 4,261 shares and shared voting and investment power with respect to 25,975 shares.



- (7) Dr. Duerig has sole voting and investment power with respect to these shares.
- (8) This amount includes 30,349 shares allocated to Mr. Trbovich, Jr.'s account under the ESOT.
- (9) See notes (2) through (8) above. Also includes unallocated shares held by the ESOT over which certain officers, as Trustees of the ESOT, may be deemed to have voting power, as well as shares allocated to the accounts of all Officers as a group under the related plan. See the table in "Security Ownership of Certain Beneficial Owners" and note (2) thereto.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Based solely on its review of reports filed pursuant to Section 16(a) of the Securities Exchange Act or representations from Directors and Executive Officers required to file such reports, the Company believes that all such filings required of its Executive Officers and Directors and greater than 10% beneficial owners (subject to the qualifications in the following sentence) were timely made for 2012. The Company does not have information with respect to the reporting compliance of Mr. Houtkin or on his behalf.

### **PROPOSAL 2:**

#### **RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Freed Maxick CPAs, P.C. ("Freed Maxick") has been selected by the Board of Directors as the independent public accountants for the Company's current fiscal year. A representative of Freed Maxick is expected to be present at the meeting with the opportunity to make a statement if he desires to do so and will be available to respond to appropriate questions of shareholders.

At the Annual Meeting, the shareholders will be asked to ratify the selection of Freed Maxick as the Company's independent registered public accounting firm. Pursuant to the rules and regulations of the Securities and Exchange Commission, the Audit Committee has the direct responsibility to appoint, retain, fix the compensation and oversee the work of the Company's independent registered public accounting firm. In the event that the shareholders fail to ratify the selection, it will be considered as a direction to the Board of Directors and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

The affirmative vote of a majority of the votes cast on the proposal, assuming a quorum is present at the Annual Meeting, is required to ratify the appointment of Freed Maxick. The Directors of the Company unanimously recommend a vote "FOR" the ratification of Freed Maxick as the Company's independent registered public accounting firm for 2013. Unless otherwise instructed, proxies will be voted "FOR" ratification of the appointment of Freed Maxick.

The following table shows the fees paid or accrued by the Company for the audit and other services provided by Freed Maxick and RSM McGladrey, Inc. for fiscal years 2012 and 2011.

	<u>2012</u>	<u>2011</u>
Audit Fees (1)	\$102,500	\$109,000
Tax Service Fees (2)	42,600	45,395
All Other Fees (3)	<u>15,766</u>	<u>1,250</u>
Total	<u>\$160,866</u>	<u>\$155,645</u>

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- (1) Audit fees represent fees for professional services provided in connection with the audit of the Company's financial statements and review of the Company's quarterly financial statements.
  - (2) Tax service fees principally included fees for tax preparation and tax consulting services. Through December 21, 2011, tax fees were billed by RSM McGladrey. On December 21, 2011, the alternative practice structure with RSM McGladrey ceased to exist and subsequent services are performed by Freed Maxick CPAs, P.C.
  - (3) Primarily for SEC compliance and assistance.

The Audit Committee pre-approves audit and non-audit services provided by Freed Maxick.

The Audit Committee of the Board of Directors has considered whether provision of the services described above is compatible with maintaining our accountant's independence and has determined that such services have not adversely affected Freed Maxick's independence.

### **PROPOSAL 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION**

As required under recent amendments to the Securities Exchange Act of 1934, our shareholders may cast an advisory vote on the compensation of our Named Executive Officers, as described in this proxy statement.

Our executive compensation programs are designed to attract, motivate, and retain our Named Executive Officers, who are critical to our success. Please read the Executive Compensation section of this proxy statement for additional details about our executive compensation programs, including information about the fiscal 2012 compensation of our Named Executive Officers.

We are asking our Shareholders to indicate their support for our Named Executive Officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our shareholders the opportunity to express their views on our Named Executive Officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this proxy statement. We recommend that shareholders vote, on an advisory basis, "FOR" the following resolution:

RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the Company's Named Executive Officers, as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission.

The above resolution will be deemed to be approved if it receives the affirmative vote of a majority of the total votes cast on Proposal 3 at the Annual Meeting. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote. As this vote is an advisory vote, the outcome is not binding on us with respect to future executive compensation decisions, including those relating to our Named Executive Officers. Our Board of Directors and our Independent Directors, however, value the opinions of our shareholders, and to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this proxy statement, the Independent Directors will consider our shareholders' concerns and will evaluate whether any actions are necessary to address those concerns.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF PROPOSAL THREE.**

**PROPOSAL 4:  
ADVISORY VOTE ON THE FREQUENCY  
OF FUTURE ADVISORY SAY-ON-PAY VOTES**

Our shareholders also have the opportunity to indicate how frequently we should seek an advisory vote on the compensation of our Named Executive Officers. By voting on this Proposal 4, shareholders may indicate whether they would prefer an advisory vote on Named Executive Officer compensation once every one, two, or three years. You will have the opportunity to vote on this issue at least once every six years.

Our Board of Directors has determined that an advisory vote on executive compensation that occurs every three years is the most appropriate alternative for our Company. Accordingly, our Board of Directors recommends that you vote for a three-year interval for the advisory vote on executive compensation. In determining its recommendation, the Board considered how an advisory vote once every three years will provide our shareholders with sufficient time to evaluate the effectiveness of our overall compensation philosophy, policies and practices in the context of our long-term business results while avoiding over-emphasis on short-term variations in compensation.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, or three years. You may also abstain from voting. The option that receives the highest number of advisory votes cast by shareholders will be the frequency for the advisory vote on executive compensation deemed to have been selected by shareholders. Abstentions and broker non-votes will have no effect on the outcome of the vote.

As the vote is advisory and not binding, the Board of Directors may decide that it is in the best interests of the Company and its shareholders to hold an advisory vote on executive compensation more or less frequently than the option selected by our shareholders (but not less often than once every three years). However, we value the opinions of our shareholders and will consider the outcome of the advisory vote in deciding how often to hold the advisory vote on executive compensation in future years.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE FREQUENCY OF THE SAY-ON-PAY ADVISORY VOTE TO BE "THREE YEARS".**

## SHAREHOLDER PROPOSALS FOR THE 2014 ANNUAL MEETING

### Proposals for the Company's Proxy Material

Shareholder proposals must be received at the Company's offices no later than January 1, 2014, in order to be considered for inclusion, if appropriate, as a shareholder proposal in the Company's proxy materials for the 2014 Annual Meeting. Such proposals must also meet the other requirements established by the SEC for shareholder proposals.

### Proposals to be introduced at the Annual Meeting, but not intended to be included in the Company's Proxy Material

For any shareholder proposal to be presented in connection with the 2014 Annual Meeting of Shareholders, a shareholder must give timely written notice thereof to the Company in compliance with the advance notice provisions of the federal securities laws. To be timely, a qualified shareholder must give written notice to the Company at the Company's offices no later than March 17, 2014.

### OTHER MATTERS

So far as the Directors are aware, no matters other than the election of Directors and ratification of the engagement of Independent Auditors will be presented to the meeting for action on the part of the shareholders. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote thereon the shares to which the proxy relates in accordance with their best judgment.

By Order of the Directors



DR. NICHOLAS D. TRBOVICH

*Founder, Chairman of the Board of Directors  
and Chief Executive Officer*

Elma, New York