



October 21, 2016

To the Shareholders of *DATATRAK* International, Inc.:

We invite you to the 2016 Annual Meeting of our Company, to be held at 10:00 a.m., local time, on Thursday, December 1, 2016, at 5900 Landerbrook Drive, Mayfield Heights, OH 44124. You can expect a more shareholder friendly and informative meeting this year. Our annual meeting will include a Q&A session. We welcome any and all shareholder questions that are relevant to your understanding of our Company and your investment. Please note that certain questions may fall within confidential or restricted Company information that we will not be permitted to share. We will do our best to provide you with the information that we would want to know if our roles were reversed. We also invite our employees to attend, many of whom are shareholders as well.

At this year's Annual Meeting, in addition to electing three Directors, shareholders will be asked to ratify the appointment of the Company's independent auditor. Information relating to these proposals is presented in the accompanying Proxy Statement, which you should read carefully. Your Board has unanimously approved each of these proposals, and recommends that you also vote in favor of these proposals. Even if you will not attend the Annual Meeting in person, it is important that your shares are represented. Therefore, please complete, sign, date and promptly return the enclosed proxy card in the accompanying envelope. If you do attend the Annual Meeting, you may, of course, withdraw your proxy should you wish to vote in person, even if you have previously returned your proxy card.

On behalf of *DATATRAK* International, Inc.'s Board of Directors, management and our loyal employees, we thank you for being our shareholder partners in our business.

Respectfully,

Alex Tabatabai

Alex Tabatabai
Chairman of the Board of Directors

DATATRAK INTERNATIONAL, INC.
5900 Landerbrook Drive
Suite 170
Mayfield Heights, Ohio 44124

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD DECEMBER 1, 2016

The 2016 Annual Meeting of Shareholders of *DATATRAK* International, Inc. will be held at 10:00 a.m., local time, on Thursday, December 1, 2016, at 5900 Landerbrook Drive, Mayfield Heights, OH 44124 for the following purposes:

1. To nominate and elect three individuals as Directors named in the Company's Proxy Statement for two-year terms ending at the Annual Meeting in 2018;
2. To ratify the appointment of Skoda Minotti & Co. as the Company's independent auditor; and
3. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Only shareholders of record at the close of business on October 3, 2016 will be entitled to receive notice of and to vote at the Annual Meeting and any adjournments or postponements thereof.

By Order of the Board of Directors,

JAMES R. WARD
Chief Executive Officer and President

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on December 1, 2016:

The Company's Proxy Statement, its Annual Report and this Notice are available at www.otcmarkets.com and [www.proxyvote.com].

DATA TRAK INTERNATIONAL, INC.

**5900 Landerbrook Drive
Suite 170
Mayfield Heights, Ohio 44124**

PROXY STATEMENT

This Proxy Statement is being furnished to the shareholders of record of Common Shares, without par value (the “*Common Shares*”), of *DATA TRAK* International, Inc., an Ohio corporation (the “*Company*”), in connection with the solicitation of proxies by the Board of Directors of the Company (the “*Board*”) for use at the Annual Meeting of Shareholders of the Company (the “*Annual Meeting*”) to be held at 10:00 a.m., local time, on Thursday, December 1, 2016, at 5900 Landerbrook Drive, Mayfield Heights, OH 44124.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on December 1, 2016

DATA TRAK employs the cost-effective and environmentally-conscious delivery method by providing its shareholders access to a full set of our proxy materials online. Beginning on or about October 21, 2016, the Company will send to most of its shareholders, by mail or e-mail, a notice, titled as the Notice of Electronic Availability of Proxy Materials, explaining how to access the proxy materials and vote online. This notice is not a proxy card and cannot be used to vote your shares.

On or about the same day, paper copies of the proxy materials will be mailed to shareholders who have requested them. Those shareholders who do not receive the Notice of Electronic Availability of Proxy Materials, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a copy of this Proxy Statement, the proxy card, and the Annual Report by mail. This notice also contains instructions on how you can (i) receive a paper copy of the Proxy Statement, proxy card and Annual Report if you only received a notice by mail, or (ii) elect to receive your Proxy Statement, proxy card and Annual Report over the Internet next year if you received them by mail this year.

PROXIES AND VOTING

The close of business on October 3, 2016, has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements of the Annual Meeting. On the record date, 1,745,293 Common Shares were outstanding and entitled to vote. Each Common Share is entitled to one vote.

At the Annual Meeting, shareholders will vote upon: (1) the election of three Directors in Class II named in this Proxy Statement to hold office for two-year terms ending at the 2018 Annual Meeting of Shareholders of the Company; (2) the ratification of the appointment of Skoda Minotti & Co. as the Company’s independent auditor; and (3) such other business as may properly come before the Annual Meeting or any and all adjournments or postponements.

Attendance at the Annual Meeting is limited to shareholders and invited guests. If you hold Common Shares in your name and you wish to attend the meeting, please be prepared to provide proper identification, such as a driver's license. If you hold your Common Shares through a bank or broker (i.e., in "street name") and you wish to attend the meeting, you also will need proof of ownership, such as a recent account statement or letter from your bank or broker, along with proper identification. Finally, if you do plan to attend the meeting in person, please notify the Chairman of the Board, Alex Tabatabai, using the contact information set forth on the last page of this Proxy Statement at least four (4) business days in advance so that the Company can make the appropriate arrangements to facilitate your access to the meeting location.

Shareholders do not have the right to cumulate their votes in the election of Directors. The nominees receiving the highest number of votes will be elected as Directors.

Common Shares represented by properly executed proxies will be voted at the Annual Meeting in accordance with the choices indicated on the proxy. If no choices are indicated on a proxy, the Common Shares represented by that proxy will be voted in favor of the nominees described in this Proxy Statement, and for the ratification of the appointment of Skoda Minotti & Co. as the Company's independent auditor. Any proxy may be revoked at any time prior to its exercise by delivering to the Company a subsequently dated proxy, or by giving notice of revocation to the Company in writing, or voting your shares in person at the Annual Meeting. However, a shareholder's presence at the Annual Meeting does not by itself revoke the proxy.

Abstentions will be considered as Common Shares present and entitled to vote at the Annual Meeting and will be counted for purposes of determining whether a quorum is present. Abstentions will not be counted in determining the votes cast for the election of Directors and will not have a positive or negative effect on the outcome of the election. For purposes of Proposal 2, abstentions will have the effect as an "Against" vote. Broker non-votes will have no effect on any of the Proposals presented herein.

Management does not know of any other matter which may come before the Annual Meeting. However, if any other matters properly come before the Annual Meeting, the persons named in the accompanying form of proxy intend to vote the proxy in accordance with their judgment on such matters.

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

The authorized number of Directors is presently fixed at six, with members of the Board of Directors divided into two classes with the term of office of one class expiring each year. At the Annual Meeting, Common Shares represented by the proxies, unless otherwise specified, will be voted to elect the following persons to serve as Directors in Class II for two-year terms ending at the 2018 Annual Meeting of Shareholders of the Company and until their successors are duly elected and qualified, subject to the earlier of their death, retirement, resignation or removal:

Dr. Eric J. Wilhelm, 39, has been a Director since August 5, 2016. Dr. Wilhelm has founded several companies including the project-sharing community Instructables (acquired by Autodesk), high-altitude wind power company Makani Power (acquired by Google), the innovation and design partnership Squid Labs, and companies working on portable energy

generation and health care. He is now the Vice President of Hardware and Communities at Autodesk. He received his SB, SM, and Ph.D. degrees in mechanical engineering from MIT. He has been recognized as a top innovator by Technology Review Magazine and Popular Mechanics, won a Wired Rave award for Industrial Design, and was awarded the National Inventors Hall of Fame Collegiate Inventors Award for development of a nanoparticle printing technique.

Dr. Rizvan Mirza, 42, has been nominated to serve as a Class II Director. Dr. Mirza is an Adjunct Professor at the University of Texas - MD Anderson Cancer Center and an Assistant Professor at the University of Arizona - College of Medicine. He holds a B.S. in Electrical & Computer Engineering from Duke University, an M.S. in Physiology & Biophysics from Georgetown University, and an M.D. from the Rutgers University School of Medicine. He is a board-certified member of the American Board of Radiology, having completed a fellowship in abdominal imaging at Duke University Medical Center. He currently practices diagnostic and interventional radiology.

Ben Tabatabai, 29, has been nominated to serve as a Class II Director. Mr. Ben Tabatabai is a bioenvironmental scientist. He has worked for the Central Pennsylvania Lab for Biofuels and Shea Labs at the Pennsylvania State University from 2008 to 2013. He also worked at Morgan State University in the biology department, where he is also a Ph.D candidate in bioenvironmental science. He holds a Masters of Science from Pennsylvania State University as well as a Bachelor of Science in biology from the same university. He has earned numerous awards, been published and serves as a panelist at events in his field, as well as being a member of the American Association for the Advancement of Science.

The Board of Directors Unanimously Recommends that the Shareholders Vote “FOR” the Nominees Whose Two-Year Terms Will Expire in 2018.

**PROPOSAL NO. 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT
AUDITORS**

The Audit Committee has appointed Skoda Minotti & Co. to act as the Company’s independent auditors and to audit the Company’s financial statements for the fiscal year ended December 31, 2016. The selection of Skoda Minotti & Co. as the Company’s independent auditors is not required to be submitted to a vote of shareholders for ratification; however, the Company is submitting the appointment of Skoda Minotti & Co. to the Company’s shareholders for ratification as a matter of good corporate practice and in order to provide a method by which shareholders may communicate their opinion to the Audit Committee. If shareholders fail to vote on an advisory basis in favor of the selection, the Audit Committee will consider whether to retain Skoda Minotti & Co., and may retain that firm or another firm without resubmitting the matter to the Company’s shareholders. Even if shareholders ratify the appointment, the Audit Committee may, in its discretion, direct the appointment of a different independent auditor at any time during the year if it determines that such a change would be in the Company’s best interests and the interests of the shareholders.

During the fiscal year ended December 31, 2015, BDO USA, LLP served as the Company’s principal auditors and provided certain other services.

Fees for services rendered by BDO USA, LLP were:	<u>2015</u>
Audit Fees	\$ 109,650
All Other Matters	\$ <u>2,926</u>
Total	\$ 112,576

Vote Required

The affirmative vote of holders of a majority of the Common Shares represented and entitled to vote at the Annual Meeting is required to ratify the appointment of Skoda Minotti & Co. as the Company’s independent auditors.

The Board Unanimously Recommends a Vote “FOR” the Ratification of the Appointment of Skoda Minotti & Co. as the Company’s Independent Auditors.

SECURITY OWNERSHIP OF MANAGEMENT

The following table and accompanying footnotes show information regarding the beneficial ownership of the Company's Common Shares as of October 3, 2016, unless otherwise indicated, with respect to (i) each Executive Officer, (ii) each member of the Board, (iii) each Director nominee and (iv) all Directors, Director Nominees and Executive Officers as a group.

Common Shares		
Beneficially Owned		
Name and Address of Beneficial Owner (1)	Number	Percent
Alex Tabatabai (2)	352,648	20.2%
James R. Ward	79,279	4.5%
Jack H. Jacobs	4,229	*
Dr. Eric J. Wilhelm (2)	1,503	*
Dr. Rizvan Mirza (2)	-	-
Ben Tabatabai (2)	-	-
Julia C. Henderson (3)	2,587	*
All Directors, Director Nominees and Executive Officers as a group (7 persons)	440,246	25.2%

* Less than one percent

(1) The address of the Directors, Director nominee and executive officers listed above is c/o *DATATRAK* International, Inc., 5900 Landerbrook Drive, Suite 170, Mayfield Heights, Ohio 44124.

(2) All Common Shares are held by Tabatabai Investment Management LLC (formerly known as Arosa Investment Management LLC), which is controlled by Mr. Tabatabai, Chairman of the Board of Directors of the Company. Dr. Wilhelm, Dr. Mirza and Ben Tabatabai are limited partners in Tabatabai Investment Partners LP, whose general partner is Tabatabai Investment Management LLC. The address of Tabatabai Investment Management LLC is 540 N. Dearborn St. #101257, Chicago, IL 60610. The number of Common Shares listed in the table above does not include any shares that may be received by Tabatabai Investment Partners LP upon conversion of the convertible promissory notes. See the Company's 2015 Annual Report and subsequent quarterly reports available on otcmart.com for additional information. There was \$750,000 drawn by the Company under this convertible note agreement through October 21, 2016. If the draw was converted as of the record date, approximately 218,000 additional shares would be issued.

(3) The number of Common Shares deemed beneficially owned includes 333 Common Shares which may be purchased pursuant to option exercises within 60 days after October 3, 2016.

For information regarding the compensation of *DATATRAK*'s Officers and Directors, please refer to the Annual Report for the year ended December 31, 2015, filed on OTC Markets as of April 8, 2016.

BOARD OF DIRECTORS

The following provides information concerning the current members of the Board:

Alex Tabatabai, 35, is a current Director in Class I and has held that position since January 8, 2016. He was named Chairman of the Board on February 23, 2016. He has been the managing member of Tabatabai Investment Management LLC (f/k/a Arosa Investment Management LLC), the largest shareholder of *DATATRAK*, since 2014. He is a value-oriented investor who believes in applying a common sense approach to analyzing businesses for their intrinsic value, which is the discounted value of all future distributions. Prior to his current firm, Mr. Tabatabai was a managing member of Fernbank Partners LLC from 2010 through 2014, which also focused on value-oriented fundamental investing with a contrarian approach. From 2008 to 2010, he worked at Penta Investment Advisers Ltd, a multi-billion dollar fundamental analysis style hedge fund. Mr. Tabatabai earned a Masters of Law in taxation and a Juris Doctorate from Georgetown University Law School and Loyola Law School, respectively. He earned a Bachelor of Science in Business Administration from the University of Southern California with an emphasis studied in the entrepreneurial program at the Lloyd Grief Program at the USC Marshall School of Business.

James R. Ward, 56, is a current Director in Class I and has held that position since January 8, 2016. He was appointed Interim Chief Executive Officer on February 23, 2016 and Chief Executive Officer as of May 6, 2016. Mr. Ward has been a technology consultant since 2009. Prior to that, he was Executive Vice President of Market and Client Strategy of *DATATRAK* during 2008 and Executive Vice President of Research and Development of *DATATRAK* from 2006 to 2008. From 2000 to 2006, he was CEO and President of ClickFind Inc., which conducted over 100 clinical trials worldwide before being acquired by *DATATRAK* in 2006. He was CEO and President of Real Time Internet Services Inc. from 1994 to 2000. In 1997, Mr. Ward established Managed Network Solutions which was sold in 2001 to become a Tier IV disaster recovery and business continuity company in Bryan, Texas with data centers in Houston and Dallas, Texas. Prior to that, he worked at Texas A&M University as the Assistant Director to a market research center which conducted economic consulting and SAS econometric and bio statistical analysis. Additionally, Mr. Ward conducted economic and technology consulting from 1992 to 2002 in the Caribbean Basin, Latin America and Europe. Mr. Ward has a Bachelor of Science Degree in Agricultural Business with a minor in Business Administration from Sul Ross State University and a Master of Science Degree in Agricultural Economics from New Mexico State University.

Jack H. Jacobs, 71, is a current Director in Class I and has held that position since January 8, 2016. He has been a principal of The Fitzroy Group, Ltd., a firm that specializes in the development of residential real estate in London and invests both for its own account and in joint ventures with other institutions, for the over 20 years. He has held the McDermott Chair of Politics at West Point since 2005 and has served as an NBC military analyst since 2002. Mr. Jacobs was a co-founder and Chief Operating Officer of AutoFinance Group Inc., one of the

firms to pioneer the securitization of debt instruments, from 1988 to 1989; the firm was subsequently sold to KeyBank. He was a Managing Director of Bankers Trust Corporation, a diversified financial institution and investment bank, where he ran foreign exchange options worldwide and was a partner in the institutional hedge fund business. Mr. Jacobs' military career included two tours of duty in Vietnam where he was among the most highly decorated soldiers, earning three Bronze Stars, two Silver Stars and the Medal of Honor, the nation's highest combat decoration. He retired from active military duty as a Colonel in 1987. Mr. Jacobs has been a member of the board of directors of Paragon Technologies, Inc., a public company, since 2012. From 2007 to 2012, Mr. Jacobs served as a member of the Board of Directors of Xedar Corporation, a public company; from June 2006 to 2009, he was a director of Visual Management Systems, a private company; and he was a director of BioNeutral Group, Inc., a public company, until 2009. From October 17, 2013 to October 28, 2013, Mr. Jacobs served on the board of SED International Holdings, Inc. Mr. Jacobs was previously a director of Premier Exhibitions, Inc., a provider of museum quality touring exhibitions then listed on NASDAQ. Mr. Jacobs is Co-Chairman of the Medal of Honor Foundation and a member of the Board of Trustees of the USO of New York. Mr. Jacobs is the author of the book "If Not Now, When?: Duty and Sacrifice in America's Time of Need." Mr. Jacobs received a Bachelor of Arts and a Master's degree from Rutgers University.

Dr. Eric J. Wilhelm, 39, is a current Director in Class II and has held that position since August 5, 2016. See "Proposal No. 1 – Election of Directors" for additional information regarding Dr. Wilhelm.

CORPORATE GOVERNANCE MATTERS

Board of Directors, and Committees

The standing and active Committees of the Board of Directors include the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board of Directors has determined that all current Directors, except for Mr. James R. Ward, the Company's Chief Executive Officer and President, are independent Directors. Set forth below is the current membership of each committee of the Board of Directors:

Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Mr. Tabatabai* Mr. Jacobs Dr. Wilhelm	Mr. Jacobs* Mr. Tabatabai Dr. Wilhelm	Mr. Jacobs* Mr. Tabatabai Dr. Wilhelm

*Chairman of the Committee

Audit Committee

The Company has a separately-designated standing audit committee (the “Audit Committee”). The Audit Committee is governed by the Audit Committee Charter adopted by the Board of Directors. A copy of the Audit Committee Charter is available on the Company’s website. The Audit Committee is responsible for the annual appointment of *DATATRAK*’s auditors, with whom the Audit Committee reviews the scope of audit and non-audit assignments and related fees, the accounting principles used in financial reporting, internal financial auditing procedures and the adequacy of internal control procedures. Specific functions and responsibilities of the Audit Committee are set forth in the Audit Committee Charter.

Compensation Committee

The Compensation Committee is governed by the Compensation Committee Charter adopted by the Board of Directors. Creating intelligent compensation arrangements between the Board and management is one of the two most important functions of a corporate board. An intelligent compensation arrangement is structured to factor for human incentive caused bias and based on that align the interests of the shareholders as much as reasonably possible with management personnel. A copy of the Compensation Committee Charter is available on the Company’s website. The Compensation Committee has the authority to administer omnibus equity plans, including the selection of grantees and the timing of grants, to review and monitor key employee compensation and benefits policies and to review and make recommendations to the Board of Directors regarding senior management’s yearly compensation levels. Specific functions and responsibilities of the Compensation Committee are set forth in the Compensation Committee Charter.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is governed by the Nominating and Corporate Governance Committee Charter adopted by the Board of Directors. A copy of the Nominating and Corporate Governance Committee Charter is available on the Company’s website. The Nominating and Corporate Governance Committee is responsible for (1) identifying, selecting and recommending qualified individuals as nominees for the Board of Directors at each Annual Meeting or when otherwise required to fill a vacancy or increase the size of the Board of Directors and (2) assisting the Board of Directors in developing and implementing the Company’s corporate governance policies and guidelines.

The Nominating and Corporate Governance Committee will seek prospective Director nominees for an open Director position by soliciting suggestions from Committee members, other members of the Board of Directors, senior management, employees, shareholders or others. The Committee will accept shareholder recommendations regarding potential candidates for the Board of Directors, and such recommendations for Director nominations may be submitted to the Company at the following address: *DATATRAK* International, Inc., 5900 Landerbrook Drive, Suite 170, Mayfield Heights, Ohio 44124, Attn: Nominating and Corporate Governance Committee Chair.

Shareholder recommendations for Director nominations will be forwarded to the Nominating and Corporate Governance Committee for consideration. Recommendations should include, at a minimum, the following:

- The name and contact information for the candidate;
- The number of shares or other interest in *DATA TRAK* for the candidate, including immediate family members;
- A brief explanation as to why the candidate wants to be a Director and how they will help represent and further shareholders' interests;
- A brief explanation of their thinking on capital allocation, investing money;
- A brief explanation of their thinking on corporate governance, management compensation plans;
- A brief biographical description of the candidate, including his or her employment for at least the last five years and educational history;
- A statement describing any relationship between the candidate and the nominating shareholder, and between the candidate and any employee, Director, customer, supplier, vendor or competitor of the Company;
- The candidate's signed consent to be a candidate and to serve as a Director if nominated and elected, including being named in the proxy statement; and
- A list of the business writings that have most influenced their thinking.

We believe that a Company's Board of Directors is, or should be, in practice like a shareholders' representative congress. The most important duties of a corporate board are to: a) intelligently allocate resources to the best opportunities reasonably available to the company; and b) align, as best as possible, the incentives of management and employees to the goals of the Company and shareholders. These are simple ideas that are difficult to execute. Therefore, this is the criterion we expect from Director nominees:

- Business Acumen, wisdom, judgment, knowing what you know and, more importantly, knowing what you don't know;
- Self-confidence to make their own decisions without outsourcing their thinking;
- Independence in thought and actions, the courage to challenge others when in disagreement;
- Trustworthy stewards of our shareholders hard earned investment dollars; and
- Aligned interests, "skin in the game".

Once the Nominating and Corporate Governance Committee has identified a prospective candidate, the Committee makes a determination whether to conduct a full evaluation of the candidate. This initial determination is based primarily on the Board of Director's need to fill a

vacancy or desire to expand the size of the Board of Directors as well as the likelihood that the candidate can meet the Committee's evaluation criteria set out in the Committee's charter as well as compliance with all other legal and regulatory requirements. The Committee will rely on public information about a candidate, personal knowledge of any Committee or member of the Board of Directors or member of management regarding the candidate, as well as any information submitted to the Committee by the person recommending a candidate for consideration. The Committee, after consultation with other members of the Board of Directors, will decide whether additional consideration of the candidate is warranted.

If additional consideration is warranted, the Committee may request the candidate to complete a questionnaire that seeks additional information about the candidate's independence, qualifications, experience and other information that may assist the Committee in evaluating the candidate. The Committee may interview the candidate in person or by telephone and also may ask the candidate to meet with senior management. The Committee then evaluates the candidate against the standards and qualifications set out in the Committee's charter. Additionally, the Committee shall consider other relevant factors as it deems appropriate.

Before nominating an existing Director for re-election at an Annual Meeting, the Committee will consider the Director's past performance and contribution to the Board of Directors and its committees. After completing the evaluation of new candidates or existing Directors whose terms are expiring, if the Committee believes the candidate would be a valuable addition to the Board of Directors or the existing Director is a valued member of the Board of Directors, then the Committee will make a recommendation to the full Board of Directors that such candidate or existing Director should be nominated by the Board of Directors. The Board of Directors will be responsible for making the final determination regarding prospective nominees after considering the recommendation of the Committee.

INDEPENDENT AUDITOR

Skoda Minotti & Co.

TRANSFER AGENT

First Class/Registered/Certified Mail:
Computershare Investor Services
P.O. Box 30170
College Station, TX 77842

Courier Services:
Computershare Investor Services
211 Quality Circle Suite 210
College Station, TX 77845

Shareholder Services Number(s): 877-581-5548

INVESTOR RELATIONS

Alex Tabatabai, Chairman of the Board of Directors
5900 Landerbrook Drive
Suite 170
Mayfield Heights, OH 44124
Phone: (440) 443-0082
Email: investor@datatrak.com

OTHER MATTERS

The Company will bear the cost of soliciting proxies. In addition to the use of the mail, proxies may be solicited by officers, directors, and regular employees or agents of the Company by telephone, e-mail, fax, telegraph, in person or through advertisements and press releases. The Company may also engage a professional proxy solicitation firm to assist it in the solicitation of proxies.