UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022,

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM ________ to ________

Commission file number: 1-14120

BLONDER TONGUE LABORATORIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**52-1611421**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Jake Brown Road, Old Bridge, New Jersey	**08857**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(732) 679-4000**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols(s)	Name of Exchange on which registered
NONE	**NONE**	**NONE**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "accelerated filer," "large accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2022: $1,440,913

Number of shares of common stock, par value $.001, outstanding as of April 14, 2023: 13,368,538

Documents incorporated by reference: None

Auditor Name:	Auditor Location:	Auditor Firm ID:
Marcum LLP	New York, New York	688

EXPLANATORY NOTE

Blonder Tongue Laboratories, Inc. (the “Company,” “we,” “us,” “our” and other similar terms) is filing this Amendment No. 1 (this “Amendment”) to its Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on April 17, 2023 (the “Original Form 10-K”), for the purpose of filing Part III of Form 10-K.

Pursuant to the rules of the SEC, Part IV, Item 15 has also been amended to contain the currently dated certifications from the Company’s principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. The certifications of the Company’s principal executive officer and principal financial officer are attached to this Amendment as Exhibits 31.3 and 31.4. As no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 4 and 5 of the certifications have been omitted. Additionally, we are not including the certificate required under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment.

Accordingly, this Amendment consists only of the facing page, this explanatory note, Items 10-14 of Part III of Form 10-K, Item 15 of Part IV of Form 10-K, the signature pages to Form 10-K and the submitted exhibits. The Original Form 10-K is otherwise unchanged and has been omitted. This Amendment should be read in conjunction with the Original Form 10-K. Further, this Amendment does not reflect any subsequent events occurring after the original filing date of the Original Form 10-K and does not modify or update in any way the disclosures made in the Original Form 10-K except as described above.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information Regarding Board of Directors

The Company's Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, provide that our Board of Directors (the "**Board**") shall consist of between five and eleven members, as determined from time to time by the Board, divided into three classes as nearly equal in number as possible. The successors to each class of directors whose terms expire at an annual meeting of our stockholders will be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. The size of the Board is currently set at eight Directors.

The following table sets forth the names and certain information about each of our Directors:

Name	Age	Director Since
John Burke	60	2020
Charles E. Dietz	75	2011
Michael Hawkey	57	2020
Stephen K. Necessary	66	2018
Robert J. Pallé	77	1993
Gary P. Scharmett	67	1997
Steven L. Shea	63	2009
James F. Williams	65	1993

Set forth below is a brief summary of the recent business experience and background of each of our Directors. The Board believes that each Director possesses the qualities and experience that Directors should possess, as such criteria for Board membership has been established by the Board through its Nominating & Corporate Governance Committee. Also included below is information about each Director's specific experience, qualifications, attributes or skills that led the Board to conclude that he should serve as a Director. As reflected, the Nominating & Corporate Governance Committee seeks out, and the Board is comprised of, individuals with diverse professional backgrounds, experiences and skills.

John Burke has been one of our Directors since January 23, 2020. Mr. Burke has served since 2017 as a Managing Partner of Vetust Advisors, which provides strategic and management consulting services to a variety of businesses. He previously served as Executive Vice President and Chief Operating Officer of Rovi Corporation (since re-named TiVo) from 2014 to 2016, where he led the transformation of the company's content discovery, user interface, and data analytics businesses, including the acquisition of TiVo. Prior to joining Rovi, Mr. Burke led a number of different businesses for ARRIS Group, Motorola, Motorola Mobility and General Instrument.

The Board concluded that Mr. Burke should serve as a Director due to his long record of strategic and operational leadership and intimate, in-depth knowledge of the cable, video and communications markets, which allows him to provide the Board with valuable guidance on product, market and strategic matters.

Mr. Burke serves as a Class II Director, with a term expiring at the Company's annual meeting of stockholders in 2024.

Charles E. Dietz has been one of our Directors since September 2011. Since 2008, Mr. Dietz has been an independent cable industry consultant to various clients within the cable industry. Prior to 2008, Mr. Dietz was Senior Vice President of Engineering for 12 years at Insight Communications, a multiple systems operator, and from 2001 to 2008 served as Insight Communications' Chief Technical Officer. Mr. Dietz was responsible for all technical aspects of Insight Communications' operations, including technology development and implementation, system construction and maintenance, purchasing, and technical regulatory compliance. Mr. Dietz has been a member of the Society of Cable Telecommunications Engineers since 1978, and a member of Cable TV Pioneers since 2010.

The Board concluded that Mr. Dietz should serve as a Director due to his extensive industry knowledge and executive and technical experience in the cable television and communications industry, including the analysis, evaluation, purchase, use and deployment of products, equipment and technology substantially similar to ours. Accordingly, Mr. Dietz brings valuable insight to our customer and vendor relationships and strong relationships with the cable industry to the Board.

Mr. Dietz serves as a Class III Director, with a term expiring at the Company’s annual meeting of stockholders in 2025.

Michael Hawkey has been one of our Directors since June 2020. Currently Mr. Hawkey is the Vice President and General Manager of 75F, a provider of advanced IoT-based building management solutions. Prior to February 2021, Mr. Hawkey served as Senior Vice President and General Manager of Xperi/TiVo Corporation, where he led growth initiatives, overall strategy and product offerings across TiVo’s product portfolio. Before joining TiVo in 2015, he spent more than seven and a half years with EchoStar, rising to the level of Senior Vice President and General Manager of Sling Media. Earlier in his career, Mr. Hawkey held engineering roles with Wester Digital, ASIC Designs, Inc, and McDonnell Douglas Electronics Company. He holds a Bachelor of Science in Computer Engineering from the Rose Hulman Institute for Technology.

The Board concluded that Mr. Hawkey should serve as a Director due to his extensive industry knowledge and management experience in the cable television and communications industry, including his experience in markets that are a focus of the Company’s business strategy.

Mr. Hawkey serves as a Class III Director, with a term expiring at the Company’s annual meeting of stockholders in 2025.

Stephen K. Necessary has been one of our Directors since January 2018. He currently serves and the Chairman of the Board of ComSonics, Inc., an ESOP-owned company that is engaged in manufacturing of telecommunications test equipment, contract manufacturing and repair of electronics used in the cable telecommunications industry. From 2015 until December 2017, Mr. Necessary served as Executive Vice President, Product Development and Management at Cox Communications, Inc., where he directed new development and lifecycle management for all products across residential and business portfolios that generated over $11 billion in revenue in 2017. Mr. Necessary retired from that position at the end of 2017, continued in 2018 on a part-time consulting basis, and completely retired at the end of 2018. From 2005 to 2015, Mr. Necessary served as Vice President, Video Product Development and Management at Cox Communications.

The Board concluded that Mr. Necessary should serve as a Director due to his extensive industry knowledge and executive and technical experience in the cable television and communications industry, including his management experience in directing product development and lifecycle management. Through his career-long experience in the industry served by the Company, Mr. Necessary brings valuable insight to the Board regarding customer needs, product development and relationships with our key customer base.

Mr. Necessary serves as a Class I Director, with a term expiring at the Company’s annual meeting of stockholders in 2023.

Robert J. Pallé has been one of our Directors since September, 1993. He also has been serving as our Chief Executive Officer and President since March 17, 2023. He previously served as our President from May, 2003 until May, 2019, our Chief Executive Officer from May, 2015 until December 31, 2019 and our Managing Director-Strategic Accounts during 2020, ending his service as an employee of the Company on December 31, 2020. Prior to that, Mr. Pallé served as our Chief Operating Officer and Secretary since April, 1989, our Executive Vice President from April, 1989 until May, 2003 and as our Interim Treasurer from March through April, 2001.

The Board concluded that Mr. Pallé should serve as a Director due to his extensive business and management experience with us in various senior management positions and his in-depth knowledge of our products, lines of business, long-term strategies, challenges and opportunities. Mr. Pallé brings a broad perspective to the Board’s deliberations due to his many years of service to the Company, including as our Chief Executive Officer and President.

Mr. Pallé serves as a Class II Director, with a term expiring at the Company’s annual meeting of stockholders in 2024.

Gary P. Scharmett has been one of our Directors since December, 1997. Since January, 2023, Mr. Scharmett has been a Senior Counsel in the law firm of Stradley Ronon Stevens & Young, LLP ("Stradley"), which served as our outside counsel through May 2022. From January 1989 through December 2022, Mr. Scharmett was a partner in Stradley, and served on the Board of Directors of that firm from January, 2001 until December, 2003. He presently serves as the Co-Chair of that firm's Finance & Restructuring Practice Group. Mr. Scharmett is a past President, and until 2022 had served for more than the prior five years as a member of the Board of Directors of The Association of Commercial Finance Attorneys, Inc. Until December 31, 2019, Mr. Scharmett had also served for more than the prior five years as a member of the Board of Directors of the Philadelphia Chapter of the Turnaround Management Association.

The Board concluded that Mr. Scharmett should serve as a Director due to the important experience, judgment and perspective he brings to the Board based upon his more than forty years of experience as a corporate attorney, representing a diverse range of companies on complex matters, including financing, regulatory and corporate governance matters. In addition, having served as our principal legal advisor from 1989 through May 2022, Mr. Scharmett has a unique understanding of our business and the industry in which we operate and compete.

Mr. Scharmett serves as a Class II Director, with a term expiring at the Company's annual meeting of stockholders in 2024.

Steven L. Shea has been one of our Directors since September, 2009 and was appointed to serve as the Chairman of the Board in May 2015. Mr. Shea has more than twenty-five years of investment banking experience. He was appointed to the Board of the Directors of Unico American Corp. (Nasdaq: "UNAM") in November 2020 and became its Chairman of the Board in February 2021. In October 2021, he was appointed to the additional positions of President, CEO and COO. From January 2016 until January 2018, Mr. Shea served on the Board of Directors of TradeRiver Finance USA. From November 2013 until February 2017, Mr. Shea served as Special Advisor to Tufton Capital Management, LLC, an SEC registered investment advisor (formerly known as Hardesty Capital Management, LLC). From November 2013 through May 2015, Mr. Shea also served as Chairman of the Executive Committee of Hardesty Capital Management, LLC. From January, 2011 until November, 2013, he served as President of Hardesty Capital Management, LLC and Hardesty Capital Corporation, which provide investment advisory services to corporations, institutions and individuals. Prior thereto, Mr. Shea was an Executive Vice President of Ferris, Baker Watts, Inc. ("Ferris Baker"), from 1999 until the sale of such firm in 2008. Mr. Shea also served as the Executive Director of the Capital Markets Division of Ferris Baker and was a member of their Board of Directors and Executive and Strategic Alternative Committees of its Board of Directors. Prior to his position at Ferris Baker, Mr. Shea was a Vice President with Mercantile Safe Deposit and Trust Company from 1989 to 1993, and was a Vice President at Maryland National Bank from 1981 to 1989.

The Board concluded that Mr. Shea should serve as a Director due to his extensive financial, merchant banking, capital markets and executive management experience gained as an investment banker, including his knowledge of growth strategies, acquisition analysis and shareholder relations. He also has an in-depth familiarity with the technology and manufacturing sectors, along with experience as a director of other corporations.

Mr. Shea serves as a Class I Director, with a term expiring at the Company's annual meeting of stockholders in 2023.

James F. Williams has been one of our Directors since September, 1993. From June 1999 until March 2021 he served as the Chief Financial Officer and a Director of OSC Holding, Inc. and its subsidiaries, which provide demolition, environmental and civil contracting services primarily in the United States and Canada. From July, 2007 through February 2013, Mr. Williams served as a Director, Managing Member and Vice President of Buffalo City Center Leasing, LLC, which, was a lessor of electronic equipment.

The Board concluded that Mr. Williams should serve as a Director due to his strong experience in strategic planning, leadership, finance and executive management with various organizations. As a Director for nearly thirty years, Mr. Williams also provides perspective, institutional knowledge and a deep understanding of our business.

Mr. Williams serves as a Class III Director, with a term expiring at the Company's annual meeting of stockholders in 2025.

Information Regarding Executive Officers

The following table sets forth the names and certain information about each of our executive officers:

Name	Age	Position
Robert J. Pallé	77	Chief Executive Officer, President, and Director
Michael P. Censoplano	50	Chief Financial Officer, Treasurer, and Secretary
Allen Horvath	71	Senior Vice President-Operations and Assistant Secretary

Robert J. Pallé currently serves as our Chief Executive Officer and President since March 17, 2023. Mr. Pallé also has been one of our Directors since September, 1993. He previously served as our President from May, 2003 until May, 2019, our Chief Executive Officer from May, 2015 until December 31, 2019 and our Managing Director-Strategic Accounts during 2020, ending his service as an employee of the Company on December 31, 2020. Prior to that, Mr. Pallé served as our Chief Operating Officer and Secretary since April, 1989, our Executive Vice President from April, 1989 until May, 2003 and as our Interim Treasurer from March through April, 2001.

Michael P. Censoplano currently serves as our Chief Financial Officer, Treasurer, and Secretary since March 13, 2023. Mr. Censoplano was our Interim Chief Financial Officer from February 23, 2023, until March 13, 2023. He previously served as our Controller since January 2001 and as our assistant controller from July 2000 through December 2000. He has an undergraduate degree from Rider University.

Allen Horvath has been our Senior Vice President-Operations since January 23, 2020 and Assistant Secretary since June 11, 2020. Prior to his appointment as Senior Vice President, Mr. Horvath served as our Vice President-Operations since May, 2013 and as our Vice President-Manufacturing since May, 2003 and is responsible for our manufacturing operations. Mr. Horvath served as our Manufacturing Manager from 1998 until May, 2003. Since 1976, Mr. Horvath has served us in various management positions in the areas of production testing, engineering, quality control and manufacturing.

Board Leadership Structure and Role in Risk Oversight

Historically, the Board has determined that our Chief Executive Officer was best situated to serve as Chairman of the Board because he was the Director most familiar with our business and industry, and most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. Independent Directors and management have different perspectives and roles in strategy development. Our independent Directors bring experience, oversight and expertise from outside the company and industry, while the Chief Executive Officer brings company-specific experience and expertise. Following the resignation of our then-serving Chairman and CEO in 2015, our Board carefully evaluated our Board governance structure and considered alternative approaches. As a result of that evaluation and analysis, the Board determined that it was in the Company’s best interests to appoint one of the independent Directors as Chairman of the Board. As a result, in May 2015, the Board appointed Steven L. Shea to serve as our Chairman of the Board, and because the Board continues to believe that it is in the best interests of the Company to have an independent Chairman of the Board, Mr. Shea continues to serve as our Chairman.

The Board believes that establishing the right “tone at the top” and full and open communication between management and the Board are essential for effective risk management and oversight. At each regular Board meeting, the Board receives reports from members of senior management on areas of material risk to the Company, including operational, financial, strategic and performance risks. The full Board frequently receives these reports from the appropriate “risk owner” within the organization to facilitate our risk identification, risk management and risk mitigation strategies. This enables the Board to coordinate risk oversight, particularly with respect to risk interrelationships across corporate disciplines.

The Board has an active role, as a whole and also at the committee level, in overseeing management of our risks. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to areas of financial reporting and compliance with laws, rules and regulations applicable to us, including those related to accounting regulation, insider trading, antitrust, and employment discrimination, whistle blowing and conflicts of interest faced by employees, officers and Directors. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to our compensation policies and programs. The Nominating & Corporate Governance Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization and membership, and succession planning for our Directors and senior executive officers.

Board Committees

Audit Committee

The Company has a separately designated standing audit committee that has been established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and Rule 10A-3 promulgated under the Exchange Act. The Audit Committee is currently comprised of James F. Williams, Charles E. Dietz, Stephen K. Necessary, and Steven L. Shea, each of whom is a non-employee Director. The Audit Committee, among other things:

- oversees our accounting and financial reporting process and audits of our financial statements;
- selects, retains or terminates our independent registered public accounting firm;
- reviews the plans and results of the audit engagement with the independent registered public accounting firm;
- discusses with the independent registered public accounting firm all necessary accounting policies and practices to be used and alternative treatments of financial information discussed with management;
- oversees the work of the independent registered public accounting firm;
- evaluates and pre-approves audit and non-audit services provided by the independent registered public accounting firm;
- reviews the independence of the independent registered public accounting firm;
- assures the regular rotation of the audit partners;
- considers the range of audit and non-audit fees and determines the compensation of the independent registered public accounting firm;
- reviews financial and earnings information released to the public, analysts and other third parties; and
- reviews the adequacy of our internal accounting controls.

Each of the members of the Audit Committee who served during 2022 was determined by the Board to be independent, as independence for audit committee members is defined by NYSE American and each also meets the requirements of Rule 10A-3 under the Exchange Act. In addition, the Board has determined that a member of the Audit Committee, James F. Williams, qualifies as an "audit committee financial expert" as defined in Section 407(d)(5)(ii) of Regulation S-K.

The Board has adopted a written charter for the Audit Committee. The Board, in concert with the Audit Committee, reviews and reassesses the charter for adequacy on an annual basis. A copy of the Audit Committee Charter is available on our website at www.blondertongue.com under the "About Us/Investor Relations/Audit Committee Charter" caption.

Compensation Committee

The Compensation Committee is currently comprised of Stephen K. Necessary, John Burke, Charles E. Dietz, and James F. Williams, each of whom is a non-employee Director. Mr. Necessary serves as the Chairman of the Compensation Committee. Each of the members of the Compensation Committee who served during 2022 was determined by the Board to be independent, as independence for compensation committee members is defined by NYSE American rules.

The Compensation Committee determines compensation for our executive officers and administers each of our existing equity incentive plans, other than the Amended and Restated 2005 Director Equity Incentive Plan, the 2016 Director Equity Incentive Plan and the Amended and Restated Director Stock Purchase Plan, each of which is administered by the Board.

The Compensation Committee's responsibilities include, among other duties, the responsibility to:

- evaluate the performance of the Chief Executive Officer/President;
- review and approve the base salary (subject to Board approval), bonus, incentive compensation and any other compensation for the Chief Executive Officer/President;
- review the Chief Executive Officer's recommendations for the compensation of the other executive officers, make appropriate adjustments and approve such compensation;
- monitor our cash bonus and equity-based compensation plans and discharge the duties imposed on the Compensation Committee by the terms of those plans;
- review and approve the proposal regarding the Say on Pay Vote when the same is required to be included in our proxy statement, and to review and recommend to the Board for approval the frequency with which we will conduct Say on Pay Votes; and
- perform other functions or duties deemed appropriate by the Board.

Compensation decisions for the Chief Executive Officer/President and all other executive officers are reviewed and approved by the Compensation Committee, subject to ratification by the Board of the base salary for the Chief Executive Officer/President. The Compensation Committee relies upon the Chief Executive Officer to assist the Compensation Committee in performing its duties with regard to all other executive officers. The Compensation Committee does not delegate any of its authority to other persons. In recent years the Compensation Committee has not retained a compensation consultant in determining the base salary for our executive officers or for any other purpose.

With regard to the compensation of our Chief Executive Officer/President and our Chief Financial Officer, the Compensation Committee reviews individual performance, written comments and performance grades received from members of the Board regarding performance, relevant compensation information from salary surveys (when available), and summary information and periodically, comments from peer review questionnaires. The Chief Executive Officer also provides the Compensation Committee with a summary review of the President's (except when the Chief Executive Officer and the President are the same person) performance. Based upon its review of all of the foregoing information, the Compensation Committee determines the form and amount of compensation for these officers, subject to Board approval of their base salaries. The base salary of the Chief Executive Officer/President is presently reviewed every year. In 2022, the Compensation Committee did not solicit written comments and performance grades from members of the Board regarding the performance of the Chief Executive Officer/President and Chief Financial Officer.

With regard to compensation for the other executive officers, the Compensation Committee reviews the Chief Executive Officer's written summary review of the executive officers' performance and this information may be supplemented by summary information and comments from periodic peer review questionnaires. The Chief Executive Officer also provides a recommendation as to the appropriate form and amount of compensation for each other executive officer. The Compensation Committee reviews and considers the recommendation of the Chief Executive Officer, makes adjustments as appropriate and approves them. This review and adjustment procedure is performed annually for the other executive officers.

The Compensation Committee does not establish the amount or form of Director compensation. These determinations are made and approved by the full Board; however, the Compensation Committee will periodically review and recommend to the Board compensation, equity-based plans and benefit programs for non-employee Directors. Grants of stock option awards and/or restricted or unrestricted shares to non-employee Directors are generally made annually upon consideration and approval by the full Board with each non-employee Director abstaining from voting on an award to him.

The Board has adopted a written charter for the Compensation Committee. The Board, in concert with the Compensation Committee, reviews and reassesses the charter for adequacy on an annual basis. A copy of the Compensation Committee Charter is available on our website at www.blondertongue.com under the "About Us/Investor Relations/Compensation Committee Charter" caption.

Nominating & Corporate Governance Committee

The Nominating & Corporate Governance Committee is currently comprised of Gary P. Scharmett, John Burke, Stephen K. Necessary, and Steven L. Shea, each of whom is a non-employee Director. Mr. Scharmett serves as the Chairman of the Nominating & Corporate Governance Committee. Each of the members of the Nominating & Corporate Governance Committee who served during 2022 was determined by the Board to be independent, as independence for nominating committee members is defined by NYSE American rules.

The Nominating & Corporate Governance Committee, among other things, considers and makes recommendations to the Board concerning the appropriate size of the Board and nominees to stand for election or fill vacancies on the Board, as well as the composition of our standing committees. In particular, the Nominating & Corporate Governance Committee identifies, recruits, considers and recommends candidates to fill positions on the Board in accordance with its criteria for Board membership (as such criteria are generally described below). In searching for qualified Director candidates to nominate for election at an annual meeting of stockholders, the Nominating & Corporate Governance Committee will initially consider nominating the current Directors whose terms are expiring and will consider their past performance on the Board, along with the criteria for Board membership, in determining whether to nominate them for re-election. In connection with nominations for elections at annual meetings or to fill vacancies in the Board, the Nominating & Corporate Governance Committee may solicit the current members of the Board to identify qualified candidates through their business and other organizational networks and may also retain director search firms as it determines necessary in its own discretion. The Nominating & Corporate Governance Committee will then consider the potential pool of Director candidates derived from the foregoing process, select the top candidates to fill the number of openings based on their qualifications, the Board's needs (including the need for independent Directors) and the criteria for Board membership. The Nominating & Corporate Governance Committee will then conduct a thorough investigation of the proposed candidates' backgrounds to ensure there is no past history that would disqualify such candidates from serving as Directors. Those candidates that are selected and pass the background investigation will be recommended to the full Board for nomination.

The criteria for a nominee to the Board include, among other things:

- the highest personal and professional ethics, strength of character, integrity and values;

- experience as a senior manager, chief operating officer or chief executive officer of a relatively complex organization or, if in a professional or scientific capacity, be accustomed to dealing with complex problems, or otherwise shall have obtained and excelled in a position of leadership;

- education, experience, intelligence, independence, fairness, reasoning ability, practical wisdom, and vision to exercise sound, mature judgments on a macro and entrepreneurial basis on matters which relate to our current and long-term objectives;

- competence and willingness to learn our business, and the breadth of viewpoint and experience necessary for an understanding of the diverse and sometimes conflicting interests of stockholders and other constituencies;

- the nominee should be of such an age at the time of election to assure a minimum of three years of service as a Director, and should be free and willing to attend regularly scheduled meetings of our Board and its committees over a sustained period and otherwise be able to contribute a reasonable amount of time to our company affairs;

- the stature and capability to represent us before the public, stockholders, and other various individuals and groups that affect us; and

- willingness to objectively appraise the performance of management in the interest of the stockholders and question management's assumptions when inquiry is appropriate.

The Nominating & Corporate Governance Committee does not have a formal policy with respect to diversity. In order to enhance the overall quality of the Board's deliberations and decisions, however, the Nominating & Corporate Governance Committee seeks candidates with diverse professional backgrounds and experiences, representing a mix of industries and professions with varied skill sets and expertise.

The Board has adopted a written charter for the Nominating & Corporate Governance Committee. The Board, in concert with the Nominating and Corporate Governance Committee, reviews and reassesses the charter for adequacy on an annual basis. A copy of the Nominating & Corporate Governance Committee Charter is available on our website at www.blondertongue.com under the "About Us/Investor Relations/Nominating Committee Charter" caption.

Meetings of the Board of Directors and Committees

During the year ended December 31, 2022 the full Board held 24 meetings, the Compensation Committee held six meetings, the Nominating & Corporate Governance Committee held three meetings, and the Audit Committee held five meetings. Each member of the Board attended (either in person or via teleconference) at least 75% of the aggregate of the total number of full Board meetings held in 2022 and each member of the standing committees of the Board attended (either in person or via teleconference) at least 75% of the aggregate of the total number of committee meetings held in 2022 with respect to the committee(s) during the period in which the Director served during 2022.

Code of Ethics

The Company has a Code of Ethics (the "**Ethics Code**") that applies to all of our Directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. The Ethics Code is available on our website at www.blondertongue.com. We intend to satisfy the disclosure requirements of Form 8-K with respect to any waivers of or amendments to the Ethics Code with respect to certain officers by posting such disclosures on our website at www.blondertongue.com. We may, however, elect to disclose any such amendment or waiver in a Current Report on Form 8-K filed with the SEC in addition to or in lieu of the website disclosure. The information on, or that can be accessed through our website is not, and shall not be deemed to be, a part of this Annual Report on Form 10-K or incorporated into any other filings that we make with the SEC.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our Directors and executive officers, and persons who are the beneficial owners of more than 10% of our Common Stock (collectively, the "**Reporting Persons**"), to file with the SEC, initial reports of ownership and reports of changes in ownership of our Common Stock.

Based solely on a review of the Section 16(a) reports filed with the SEC, or written representations from Reporting Persons to us, we believe all Directors, executive officers, and 10% owners timely filed all reports regarding transactions in our securities required to be filed for 2022 by Section 16(a) under the Exchange Act.

ITEM 11. EXECUTIVE COMPENSATION

Summary Executive Compensation

The following table summarizes the total compensation paid to or earned by our former Chief Executive Officer and our other named executive officers for services rendered to us in all capacities for the fiscal years ended December 31, 2022 and 2021.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Option Awards ($)(1)	All Other Compensation ($)	Total ($)
Edward R. Grauch	2022	346,930	-	37,200	2,064(3)	386,194
Former Chief Executive Officer,	2021	265,440	-	63,600	1,700(3)	330,740
President(2)						
Eric Skolnik	2022	241,252	-	37,200	6,091(5)	284,543
Former Chief Financial Officer,	2021	206,609	-	63,600	3,315(5)	273,524
Treasurer and Secretary(4)						
Ronald Alterio	2022	134,278	-	37,200	3,209(7)	174,687
Former Vice President-Operations,	2021	238,617	-	63,600	2,882(7)	305,099
Chief Technology Officer(6)						

(1) The amounts in the "Option Awards" column reflect the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 17 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2022. There were no stock awards in 2022 or 2021.

(2) Mr. Grauch and the Company entered into deferred compensation agreements. Pursuant to the agreements, Mr. Grauch agreed to defer a percentage of his cash compensation and as of each date on which compensation that would otherwise have been paid to him is deferred, the Company accrues a number of shares of Common Stock calculated by dividing (i) the dollar amount of the deferred compensation for such date by (ii) the fair market value of one share of Common Stock. For 2022, the amount shown in the "Salary" column includes (A) $201,233 in cash salary and (B) $145,697 of value of deferred compensation. For 2021, the amount shown in the "Salary" column includes (C) $190,440 in cash salary and (D) $75,000 of value of deferred compensation. See "Deferred Compensation Agreements," below.

(3) The amounts shown in the "All Other Compensation" column for Mr. Grauch include our matching contribution to our 401(k) defined contribution plan for the benefit of Mr. Grauch and the dollar value of life insurance premiums paid by us with respect to life insurance for the benefit of Mr. Grauch.

(4) Mr. Skolnik and the Company entered into a deferred compensation agreement. Pursuant to the agreement, Mr. Skolnik agreed to defer a percentage of his cash compensation and as of each date on which compensation that would otherwise have been paid to him was deferred, the Company accrues a number of shares of Common Stock calculated by dividing (i) the dollar amount of the deferred compensation for such date by (ii) the fair market value of one share of Common Stock. For 2022, the amount shown in the "Salary" column includes (A) $227,502 in cash salary and (B) $13,750 of value of deferred compensation. For 2021, the amount shown in the "Salary" column includes (C) $184,974 in cash salary and (D) $21,635 of value of deferred compensation. See "Deferred Compensation Agreements," below.

(5) The amounts shown in the "All Other Compensation" column for Mr. Skolnik include our matching contribution to our 401(k) defined contribution plan for the benefit of Mr. Skolnik and the dollar value of life insurance premiums paid by us with respect to life insurance for the benefit of Mr. Skolnik.

(6) Mr. Alterio and the Company entered into a deferred compensation agreement. Pursuant to the agreement, Mr. Alterio agreed to defer a percentage of his cash compensation and as of each date on which compensation that would otherwise have been paid to him is deferred, the Company accrues a number of shares of Common Stock calculated by dividing (i) the dollar amount of the deferred compensation for such date by (ii) the fair market value of one share of Common Stock. For 2022, the amount shown in the "Salary" column includes (A) $127,355 in cash salary and (B) $6,923 of value of deferred compensation. For 2021, the amount shown in the "Salary" column includes (C) $214,578 in cash salary and (D) $24,089 of value of deferred compensation. See "Deferred Compensation Agreements," below.

(7) The amounts shown in the "All Other Compensation" column for Mr. Alterio include our matching contribution to our 401(k) defined contribution plan for the benefit of Mr. Alterio and the dollar value of life insurance premiums paid by us with respect to life insurance for the benefit of Mr. Alterio.

Employment, Severance and Change-of Control Arrangements

Other than our current standard employee severance policy applicable to all salaried employees, which entitles them, upon involuntary termination without cause, to one week of pay for each year of service up to a maximum of six weeks of pay, we have no employment, severance or change-of-control agreements with any of our named executive officers, each of whom is employed by us on an at-will basis. Our named executive officers serve at the will of the Board, which enables us to terminate their employment with discretion as to the terms of any severance arrangement beyond our current standard policy.

Executive Officer Bonus Plan

Historically, we have provided our executives with an annual opportunity to earn cash incentive awards through our Executive Officer Bonus Plan. The performance goals are expressed in terms of (a) one or more corporate or divisional earnings-based measures (which may be based on net income, operating income, cash flows, or any combination thereof) and/or (b) one or more corporate or divisional sales-based measures. Each such goal may be expressed on an absolute and/or relative basis, may employ comparisons with our past performance (including one or more divisions) and/or the current or past performance of other companies, and in the case of earnings-based measures, may employ comparisons to capital, stockholders' equity and shares outstanding. Performance goals need not be uniform among participants.

After our financial results for a fiscal year have been determined, the Compensation Committee will certify the level of performance goal attainment and the potential bonus payment for each participant. The Compensation Committee has full authority to decrease the amount that would otherwise be payable to any participant for a fiscal year.

In March 2022, the Compensation Committee determined that for the fiscal year 2022, none of the executive officers of the Company would be participants under the Executive Officer Bonus Plan. As such, no bonuses were paid to our named executive officers relating to such year.

Deferred Compensation Agreements

During 2021, the Company and Messrs. Grauch, Skolnik and Alterio entered into deferred compensation agreements. Pursuant to these agreements, the executive officers agreed to suspend the payment of a percentage of such executive officers' cash compensation. Messrs. Skolnik, Alterio and Horvath each agreed to the deferral of ten percent (10%) of the cash compensation to be earned by him for a period beginning with the second regular pay period of 2021 and extending through December 25, 2021. Mr. Grauch agreed to a deferral of twenty five percent (25%) of the cash compensation to be earned by him during 2021. As of each date on which compensation that would otherwise have been paid is deferred pursuant to these agreements, the Company is obligated to accrue a number of shares of its Common Stock calculated by dividing (i) the dollar amount of the deferred compensation for such date by (ii) the fair market value of one share of the Common Stock. The "fair market value" is equal to the official closing price on the NYSE American consolidated tape on the calculation date, or if that day in not a trading day on the trading day immediately preceding such day, as long as the Company's Common Stock is listed on the NYSE American exchange. In connection with those agreements, the Company is obligated during 2022, on the first business day following the close of each calendar quarter of 2022, to distribute to Mr. Grauch that number of shares of Common Stock accrued pursuant to the agreement during the corresponding quarter of 2021. The Company was obligated on or before March 15, 2022, to distribute the number of shares of Common Stock accrued pursuant to these agreements for Messrs. Skolnik, Alterio and Horvath.

During 2022, the Company and Messrs. Grauch, Skolnik and Alterio also entered into deferred compensation agreements. Pursuant to these agreements, the executive officers agreed to suspend the payment of a percentage of such executive officers' cash compensation. Messrs. Skolnik, Alterio and Horvath each agreed to the deferral of ten percent (10%) of the cash compensation to be earned by him for a period beginning with the second regular pay period of 2022 and extending through December 24, 2022. Mr. Grauch initially agreed to a deferral of twenty five percent (25%) of the cash compensation to be earned by him during 2022. In May of 2022, Mr. Grauch agreed to increase his deferral to one hundred percent (100%) of the cash compensation to be earned by him from May 15, 2022 to November 11, 2022. As of each date on which compensation that would otherwise have been paid is deferred pursuant to these agreements, the Company is obligated to accrue a number of shares of its Common Stock calculated by dividing (i) the dollar amount of the deferred compensation for such date by (ii) the fair market value of one share of the Common Stock. The "fair market value" is equal to the official closing price on the NYSE American consolidated tape on the calculation date, or if that day in not a trading day on the trading day immediately preceding such day, as long as the Company's Common Stock is listed on the NYSE American exchange. In connection with those agreements, the Company is obligated during 2023, on the first business day following the close of each calendar quarter of 2023, to distribute to Mr. Grauch that number of shares of Common Stock accrued pursuant to the agreement during the corresponding quarter of 2022. The Company was obligated on or before March 15, 2023, to distribute the number of shares of Common Stock accrued pursuant to these agreements for Messrs. Skolnik, Alterio and Horvath.

Employee Benefit Plans

In May 2005, our stockholders approved the adoption of the Blonder Tongue Laboratories, Inc. 2005 Employee Equity Incentive Plan (the "**Original 2005 Employee Plan**"). Our stockholders approved an amendment and restatement in its entirety of the Original 2005 Employee Plan in May 2014 (as amended and restated, the "**A&R 2005 Employee Plan**") which, among things (i) increased the number of shares of Common Stock available for issuance under the A&R 2005 Employee Plan, (ii) extended the term of the A&R 2005 Employee Plan to February 7, 2024, (iii) made awards under the A&R 2005 Employee Plan subject to clawback provisions under applicable law or under policies that may be adopted by us from time to time, and (iv) prohibited repricing of stock options absent advance stockholder approval. In addition, at our annual meeting in 2018, stockholders approved an amendment to the A&R 2005 Employee Plan to increase the number of shares available for grants and awards under the A&R 2005 Employee Plan by 100,000.

The A&R 2005 Employee Plan is administered by the Compensation Committee of the Board. Under the A&R 2005 Employee Plan, our executive officers and other key employees, as determined by the Compensation Committee, are eligible to receive equity-based awards from time to time as determined by the Compensation Committee. Under the A&R 2005 Employee Plan, our executive officers and other key employees may be awarded stock options to purchase a number of shares of Common Stock ("**Stock Options**"), stock appreciation rights to receive the excess, if any, of the fair market value of a specified number of shares of Common Stock at the time of exercise over the grant price ("**SARs**"), stock awards at no cost to the executive officer or key employee ("**Stock Awards**"), which may be either restricted stock or unrestricted stock, or performance based awards to receive a number of shares of Common Stock if certain performance goals are met ("**Performance Awards**"). Each grant of a Stock Option, SAR, Stock Award or Performance Award will be subject to a written Award Agreement which shall specify the terms and conditions of the grant as determined by the Compensation Committee, provided, however, that the exercise price for any Stock Options or SARs granted shall not be less than the fair market value of the underlying Common Stock on the date of grant. The A&R 2005 Employee Plan expires on February 7, 2024.

At our 2016 Annual Meeting, our stockholders approved the adoption of the Blonder Tongue Laboratories, Inc. 2016 Employee Equity Incentive Plan (the "**2016 Employee Plan**"), which supplements the A&R 2005 Employee Plan.

The 2016 Employee Plan is administered by the Compensation Committee of the Board. Under the 2016 Employee Plan, our executive officers and other key employees, as determined by the Compensation Committee, are eligible to receive equity-based awards from time to time as determined by the Compensation Committee. The 2016 Employee Plan authorizes the award of up to a maximum of 3,000,000 shares. Any shares subject to an award issued under the 2016 Employee Plan which is terminated, canceled, expired or forfeited for any reason will again be available for the grant of an award. Under the 2016 Employee Plan, our executive officers and other key employees may be awarded Stock Options, SARs, Stock Awards, which may be either restricted stock or unrestricted stock, and Performance Awards. Each grant of a Stock Option, SAR, Stock Award or Performance Award will be subject to a written Award Agreement which shall specify the terms and conditions of the grant as determined by the Compensation Committee; provided, however, that the exercise price for any Stock Options or SARs granted shall not be less than the fair market value of the underlying Common Stock on the date of grant. Awards under the 2016 Employee Plan are subject to clawback provisions under applicable law or under policies that may be adopted by us from time to time, and Stock Options awarded under the 2016 Employee Plan cannot be re-priced absent advance stockholder approval. The 2016 Employee Plan expires on February 4, 2026. At our annual meeting in 2017, stockholders approved an amendment to the 2016 Employee Plan, to increase the annual individual award limits relating to stock options and stock appreciation rights from 100,000 to 250,000 shares of Common Stock. At our annual meeting in 2018, stockholders approved an amendment to the 2016 Employee Plan to increase the number of shares available for grants and awards under the 2016 Employee Plan by 2,000,000 to its current limit of 3,000,000 shares. In October 2020, the 2016 Employee Plan was amended to modify the definition of "Fair Market Value" in respect of any Awards (as defined in the 2016 Employee Plan) made after October 12, 2020, as such definition would apply when the Company's Common Stock is traded on a National Securities Exchange, from the arithmetic mean of the high and low selling price on the consolidated tape, to the official closing price on the consolidated tape.

In 2022, Mr. Grauch was awarded options to purchase 75,000 shares of our Common Stock, Mr. Skolnik was awarded options to purchase 75,000 shares of our Common Stock, and Mr. Alterio was awarded options to purchase 75,000 shares of our Common Stock. In each case, such options vest over three years in equal annual installments on each anniversary of the award date.

Retirement and Other Benefits

Each of the named executive officers is eligible to participate in our 401(k) Savings and Investment Retirement Plan, which covers all full-time employees and is qualified under Section 401(k) of the Internal Revenue Code. Under this plan, we matched 100% of each participating employee's salary deferral up to a maximum match of 2% of eligible compensation.

We maintain group term life insurance for our employees, including our named executive officers, for which each participating employee designates his or her own beneficiary.

Outstanding Equity Awards Table

The following table discloses for each named executive officer all shares of our Common Stock underlying unexercised options as of December 31, 2022.

Outstanding Equity Awards at December 31, 2022

	Option Awards				Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**(1)	**Number of Securities Underlying Unexercised Options (#) Unexercisable**(1) (2)	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Yet Vested ($)**
Edward R. Grauch	245,000	105,000(3)	0.880	10/29/2028	–	–
	105,000	45,000(3)	0.880	10/29/2028		
	15,000	30,000	0.595	5/23/2030		
		60,000	1.48	3/19/2031		
		75,000	0.57	04/07/2032		
Eric Skolnik	25,000		1.05	05/17/2022	–	–
	25,000		1.00	05/17/2023		
	25,000		0.94	05/23/2024		
	37,500		0.55	04/04/2027		
	42,500		0.87	05/15/2028		
	13,333	6,667	1.095	04/03/2029		
	15,000	30,000	0.595	05/22/2030		
		60,000	1.48	03/19/2031		
		75,000	0.57	04/07/2032		
Ronald Alterio	150,000		1.19	08/16/2028	–	–
		50,000(4)	1.39	08/31/2028		
	21,667	43,333	0.595	05/22/2030		
		60,000	1.48	03/19/2031		
		75,000	0.57	04/07/2032		

(1) Unless otherwise noted, all option awards were made under the A&R 2005 Employee Plan or the 2016 Employee Plan.

(2) Unless otherwise noted, all options vest in three equal installments on the first, second and third anniversaries of the date of grant.

(3) The vesting schedule for these options is (i) options with respect to 100,000 shares vest on each of the first two anniversaries of Mr. Grauch's date of employment and (ii) options with respect to 150,000 shares vest on each of the third and fourth anniversaries of Mr. Grauch's date of employment.

(4) These options vest four years following the date of grant.

Compensation of Directors

Summary Compensation Table – Director Compensation

The following table discloses the actual compensation paid to or earned by each of our Directors who is not also a named executive officer in fiscal year 2022:

Name	Fees Earned or Paid in Cash ($)(1)	Stock and Option Awards ($)(2)	All Other Compensation ($)	Total ($)
John Burke	0	26,542(3)	–	26,542
Charles E. Dietz	0	26,542(3)	–	26,542
Michael Hawkey	0	26,542(3)	–	26,542
Stephen K. Necessary	0	26,542(3)	–	26,542
Gary P. Scharmett	0	26,542(3)	–	26,542
Steven L. Shea	0	26,542(3)	–	26,542
James F. Williams	0	26,542(3)	–	26,542
Robert J Pallé	0	26,542(3)	–	26,542

(1) Certain of our Directors have entered into deferred compensation agreements with the Company that give those Directors the ability to defer cash Director fees otherwise payable to them in exchange for the Company's obligation to deliver shares of Common Stock to them or pay such deferred fees in cash to them in the future. During 2022, certain Directors received shares of Common Stock and/or cash based on deferrals agreed to by such Directors in 2021.

(2) The amounts in the "Stock and Option Awards" column reflect (i) the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 and (ii) the value of the shares of Common Stock received by Directors who elected to defer cash Director fees and accept shares in lieu of cash when paid. Assumptions used in the calculation of the stock option award amounts are included in Note 17 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2022.

(3) In 2022, each non-employee Director was granted an option to purchase 60,000 shares of Common Stock.

Director Compensation Arrangements

In 2022, in light of the continuing impact that COVID 19 and supply chain constraints were having on the Company's business, the Board of Directors determined that for the period January 1, 2022 through December 31, 2022 (the "**Adjusted Compensation Period**"), it would eliminate all cash and unrestricted-stock based compensation (comprising the retainer and Committee service fees) otherwise payable to the directors and in lieu thereof grant to each Director non-qualified options to acquire 60,000 shares of the Company's common stock.

In 2023, due to the continuing impact of COVID 19 as well as supply chain constraints on the Company's business, the Board of Directors determined that for the period from January 1, 2023 through December 31, 2023 it would pay to each non-employee Director cash compensation of $1,000 per calendar month and grant to each non-employee Director non-qualified options to acquire 40,000 shares of the Company's common stock. The Board reserves the right to further modify or eliminate the foregoing adjustments to Director compensation in its discretion. We reimburse each Director for certain travel, lodging and related expenses incurred in connection with attendance at Board and committee meetings. From time to time, in the sole discretion of the Board, we grant equity awards to our non-employee Directors.

On March 19, 2015, the Board adopted the Director Stock Purchase Plan, which was intended to enable outside Directors to allocate portions of their annual retainer fees to be paid in shares of the Company's Common Stock, in lieu of cash payments. This plan was designed and derived from the Executive Stock Purchase Plan adopted by the Company in June 2014, which was intended to enable executive officers of the Company to allocate a portion of their base salary to be paid in shares of the Company's Common Stock, in lieu of cash. In March 2016, the Company adopted the Amended and Restated Director Stock Purchase Plan, which replaced the Director Stock Purchase Plan. Under the Amended and Restated Director Stock Purchase Plan ("**A&R Director Stock Purchase Plan**"), the portion of Directors' fees (including meeting fees, which were not permitted to be converted into Common Stock purchases under the Director Stock Purchase Plan) permitted to be paid in shares of the Company's Common Stock, in lieu of cash, was increased and the new plan was made more flexible to encourage the non-employee Directors to elect to receive shares of the Company's Common Stock in lieu of cash payments. In November 2016, the Company adopted the Second Amended and Restated Director Stock Purchase Plan, which replaced the A&R Director Stock Purchase Plan. Under the Second Amended and Restated Director Stock Purchase Plan ("**Second A&R Director Stock Purchase Plan**"), Directors were permitted to submit notices from time to time to the Company, deferring payment to such Director of all or a portion of the directors fees due or to become due to such director to a future date, not later than the last day of the first calendar quarter of the following calendar year. Director's fees deferred under the Second A&R Director Stock Purchase Plan, in all cases are deemed to have been paid in the calendar year earned, even if payment thereof is deferred to the first quarter of the following calendar year. In August 2020, the Company adopted the Third Amended and Restated Director Stock Purchase Plan, which replaced the Second A&R Director Stock Purchase Plan. Under the Third Amended and Restated Director Stock Purchase Plan ("**Third A&R Director Stock Purchase Plan**"), certain timing restrictions were modified with regard to purchase dates falling outside of trading windows where the proposed purchased date is more than 60 days after the date that a director submits a notice of election under the Third A&R Director Stock Purchase Plan. In October 2020, the Third A&R Director Stock Purchase Plan was amended to modify the definition of "Fair Market Value" in respect of any share of Common Stock purchased thereunder after October 12, 2020, as such definition would apply when the Company's Common Stock is traded on a National Securities Exchange, from the arithmetic mean of the high and low selling price on the consolidated tape, to the official closing price on the consolidated tape.

Director Benefit Plans

In May 2005, our stockholders approved the adoption of the Blonder Tongue Laboratories, Inc. 2005 Director Equity Incentive Plan (the "**Original 2005 Director Plan**"). In May, 2014, our stockholders approved an amendment and restatement in its entirety of the Original 2005 Director Plan (as amended and restated, the "**A&R 2005 Director Plan**"), effective as of February 7, 2014, which, among other things, (i) increased the number of shares of Common Stock available for issuance under the A&R 2005 Director Plan, (ii) extended the term of the A&R 2005 Director Plan to February 7, 2024, (iii) made awards under the A&R 2005 Director Plan subject to clawback provisions under applicable law or under policies that may be adopted by us from time to time, and (iv) prohibited repricing of stock options absent advance stockholder approval.

The A&R 2005 Director Plan is administered by our Board. Under the A&R 2005 Director Plan, Directors who are not currently employed by us or by any of our subsidiaries and who have not been so employed within the past six months, are eligible to receive equity-based awards from time to time as determined by our Board. Under the A&R 2005 Director Plan, eligible Directors may be awarded stock options to purchase a number of shares of Common Stock ("**Stock Options**"), stock appreciation rights to receive the excess, if any, of the fair market value of a specified number of shares of Common Stock at the time of exercise over the grant price ("**SARs**") or stock awards ("**Stock Awards**") at no cost to the Director, which may be either restricted stock or unrestricted stock. Each grant of Stock Options, SARs or Stock Awards will be subject to a written Award Agreement, which shall specify the terms and conditions of the grant as determined by the Board; provided, however, that the exercise price for any Stock Options or SARs granted shall not be less than the fair market value of the underlying Common Stock on the date of grant. The A&R 2005 Director Plan expires on February 7, 2024.

At our 2016 Annual Meeting, our stockholders approved the adoption of the Blonder Tongue Laboratories, Inc. 2016 Director Equity Incentive Plan (the "**2016 Director Plan**"), which supplements the A&R 2005 Director Plan. In June, 2020, our stockholders approved an amendment of the 2016 Director Plan, effective as of January 23, 2020, which increased the number of shares of Common Stock available for issuance under the 2016 Director Plan from 400,000 shares to 900,000 shares. Thereafter, in October 2020, the 2016 Director Plan was amended to modify the definition of "Fair Market Value" in respect of any Awards (as defined in the 2016 Director Plan) made after October 12, 2020, as such definition would apply when the Company's Common Stock is traded on a National Securities Exchange, from the arithmetic mean of the high and low selling price on the consolidated tape, to the official closing price on the consolidated tape. At our annual meeting in 2022, stockholders approved an amendment to the 2016 Director Plan to increase the number of shares of Common Stock available for issuance under the 2016 Director Plan from 900,000 shares to 1,650,000 shares.

The 2016 Director Plan is administered by our Board. Under the 2016 Director Plan, Directors who are not currently employed by us or by any of our subsidiaries and who have not been so employed within the six months preceding a grant, are eligible to receive equity-based awards from time to time as determined by our Board. The 2016 Director Plan authorizes the award of up to a maximum of 1,650,000 shares. Any shares subject to an award issued under the 2016 Director Plan which is terminated, canceled, expired or forfeited for any reason will again be available for the grant of an award. Under the 2016 Director Plan, eligible Directors may be awarded Stock Options, SARs or Stock Awards, which may be either restricted stock or unrestricted stock. Each grant of Stock Options, SARs or Stock Awards will be subject to a written Award Agreement which shall specify the terms and conditions of the grant as determined by the Board; provided, however, that the exercise price for any Stock Options or SARs granted shall not be less than the fair market value of the underlying Common Stock on the date of grant. Awards under the 2016 Director Plan are subject to clawback provisions under applicable law or under policies that may be adopted by us from time to time, and Stock Options awarded under the 2016 Director Plan cannot be re-priced absent advance stockholder approval. The 2016 Director Plan expires on February 4, 2026.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding beneficial ownership of our Common Stock as of April 14, 2023 by (i) each person who is known by us to beneficially own more than five percent of our Common Stock, (ii) each of our Directors, (iii) each of our executive officers named in the Summary Compensation Table below, and (iv) all our executive officers and Directors as a group. Except as otherwise indicated, the persons named in the table have sole voting and investment power with respect to all shares that they beneficially own, subject to community property laws where applicable.

Name and Address of Beneficial Owner(1)(2)	Amount and Nature of Beneficial Ownership(1)	Percent of Class Beneficially Owned
Directors and Executive Officers:		
John Burke	102,684(4)	0.76%
Michael P. Censoplano	62,566(11)	0.47%
Charles E. Dietz	473,771(5)	3.50%
Michael Hawkey	102,183(10)	0.76%
Allen Horvath	359,956(12)	2.65%
Stephen K. Necessary	333,571(6)	2.47%
Robert J. Pallé	4,158,749(3)	27.57%
Gary P. Scharmett	468,581(7)	3.46%
Steven L. Shea	1,317,444(8)	9.39%
James F. Williams	414,173(9)	3.06%
All Directors and executive officers as a group (10 persons)	7,793,678	46.25%
Additional Beneficial Owners:		
Carol M. Pallé	26,071(13)	* %

* Denotes less than 1%.

(1) Beneficial ownership as of April 14, 2023 for each person listed includes shares subject to options held by such person which are exercisable within 60 days after such date and the accrued principal amount of subordinated convertible indebtedness that may be converted into shares of our Comm Stock within 60 days of such date. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission ("SEC") and generally includes voting or investment power with respect to securities, which voting or investment power may be further described in the footnotes below. This table contains information furnished to us by the respective stockholders or contained in filings made with the SEC. Certain of our executive officers and Directors may, from time to time, hold some or all of their Common Stock in brokerage accounts having outstanding margin loan balances secured by the Common Stock and the other investment securities held in such brokerage accounts.

(2) Unless otherwise indicated, the address for each beneficial owner is c/o Blonder Tongue Laboratories, Inc., One Jake Brown Road, Old Bridge, NJ 08857.

(3) Includes (i) 200,000 shares of Common Stock owned of record by a limited liability company of which Mr. Pallé and his spouse are the sole members, (ii) 2,249,525 shares of Common Stock jointly owned by Mr. Pallé and his spouse, (iii) 990,000 shares of Common Stock underlying options granted by us to Mr. Pallé which are exercisable within 60 days after April 14, 2023, and (iv) 723,746 shares of Common Stock underlying certain convertible indebtedness of the Company held by Mr. Pallé and his spouse, which is outstanding as of, and convertible within 60 days after April 14, 2023. Mr. Pallé disclaims beneficial ownership of the 26,071 shares of Common Stock owned by his spouse. See footnote 17 below.

(4) Includes 98,798 shares of Common Stock underlying options granted by us which are exercisable within 60 days after April 14, 2023.

(5) Includes 180,000 shares of Common Stock underlying options granted by us which are exercisable within 60 days after April 14, 2023.

(6) Includes (i) 138,630 shares underlying options granted by us that are exercisable within 60 days after April 14, 2023.

(7) Includes 180,000 shares of Common Stock underlying options granted by us which are exercisable within 60 days after April 14, 2023.

(8) Includes (i) 180,000 shares underlying options granted by us that are exercisable withing 60 days after April 14, 2023 and (ii) 482,563 shares underlying certain convertible indebtedness of the Company held by Mr. Shea, which indebtedness is outstanding as of, and convertible within 60 days after April 14, 2023. Certain of the securities are beneficially owned by Mr. Shea through MidAtlantic IRA, LLC FBO Steven L. Shea IRA.

(9) Includes 180,000 shares of Common Stock underlying options granted by us which are exercisable within 60 days after April 14, 2023.

(10) Includes 91,148 shares of Common Stock underlying options granted by us which are exercisable within 60 days after April 14, 2023.

(11) Includes 44,000 shares of Common Stock underlying options granted by us which are exercisable within 60 days after April 14, 2023.

(12) Includes 194,050 shares of Common Stock underlying options granted by us which are exercisable within 60 days after April 14, 2023.

(13) Carol M. Pallé is the spouse of Robert J. Pallé. Includes (i) 200,000 shares of Common Stock owned of record by a limited liability company of which Mr. and Mrs. Pallé are the sole members, (ii) 2,249,525 shares of Common Stock jointly owned by Mr. and Mrs. Pallé, (iii) 26,071 shares of Common Stock owned individually by Mrs. Pallé and (iv) 723,746 shares of Common Stock underlying certain convertible indebtedness of the Company held by Mr. and Mrs. Pallé, which indebtedness is outstanding as of, and convertible within 60 days after April 14, 2023. Mrs. Pallé disclaims beneficial ownership of all such shares of Common Stock other than the 26,071 shares of Common Stock owned individually by Mrs. Pallé. Mrs. Pallé has entered into an agreement with Mr. Pallé granting him voting and dispositive power with respect to the shares other than those owned individually by Mrs. Pallé.

Equity Compensation Plan Information

The following table provides certain summary information as of April 14, 2023 concerning our compensation plans (including individual compensation arrangements) under which shares of our Common Stock may be issued.

Plan Category	Number Of Securities To Be Issued Upon Exercise Of Outstanding Options, Warrants And Rights(#)	Weighted-Average Exercise Price Of Outstanding Options, Warrants And Rights ($)	Awards of Restricted And Unrestricted Shares (#)	Number Of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected In The First Column) (#)
Equity Compensation Plans Approved By Security Holders	4,357,486(1)	$ 0.805	–	597,694(2)
Equity Compensation Plans Not Approved By Security Holders	500,000	$ 0.974	–	–
Total	4,857,486	$ 0.823	–	597,694

(1) Includes shares of our Common Stock which may be issued upon the exercise of options or rights granted under (i) the A&R 2005 Employee Plan, (ii) the 2016 Employee Plan, (iii) the A&R 2005 Director Plan and (iv) the 2016 Director Plan.

(2) Includes 100,579 and 173,778 shares of our Common Stock available for issuance as stock option grants, stock appreciation rights, restricted or unrestricted stock awards or performance based stock awards under the A&R 2005 Employee Plan and the 2016 Employee Plan, respectively. Includes 833 and 323,337 shares of our Common Stock available for issuance as stock option grants, stock appreciation rights, or restricted or unrestricted stock awards under the A&R 2005 Director Plan and 2016 Director Plan, respectively.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Person Transactions

On April 8, 2020, the Company, as borrower, together with Livewire Ventures, LLC (wholly owned by the Company's former Chief Executive Officer, Edward R. Grauch), MidAtlantic IRA, LLC FBO Steven L. Shea IRA (an IRA account for the benefit of the Company's Chairman of the Board, Steven Shea), Carol M. Pallé and Robert J. Pallé (Mr. Pallé is our Chief Executive Officer and a Director), Anthony J. Bruno (a Director), and Stephen K. Necessary (a Director), as lenders (collectively, the "**Initial Lenders**") and Robert J. Pallé, as Agent for the Lenders (in such capacity, the "**Agent**") entered into a certain Senior Subordinated Convertible Loan and Security Agreement (the "**Subordinated Loan Agreement**"), pursuant to which the lenders from time to time party thereto may provide up to $1,500,000 of loans to the Company (the "**Subordinated Loan Facility**"). Interest accrues on the outstanding amounts advanced under the Subordinated Loan Facility at the rate of 12% per annum, compounded and payable monthly, in-kind, by the automatic increase of the principal amount of the loan on each monthly interest payment date, by the amount of the accrued interest payable at that time ("**PIK Interest**"); provided, however, that at the option of the Company, it may pay interest in cash on any interest payment date, in lieu of PIK Interest.

On April 8, 2020, the Initial Lenders agreed to provide the Company with a Tranche A term loan facility of $800,000, of which $600,000 was advanced to the Company on April 8, 2020, $100,000 was advanced to the Company on April 17, 2020 and $100,000 was advanced to the Company on January 12, 2021. The Initial Lenders participating in the Tranche A term loan facility have the option of converting the principal balance of the loan held by each of them, in whole (unless otherwise agreed by the Company), into shares of the Company's Common Stock, at a conversion price equal to the volume weighted average price of the Common Stock as reported by the NYSE American, during the five trading days preceding April 8, 2020 (the "**Tranche A Conversion Price**") which was calculated at $0.593. The conversion right was subject to stockholder approval as required by the rules of the NYSE American, and such approval was obtained on June 11, 2020 at the Company's 2020 Annual Meeting.

On April 24, 2020, the Company, the Initial Lenders and Ronald V. Alterio (the Company's former Senior Vice President-Engineering and Chief Technology Officer) and certain additional unaffiliated investors (the "**Additional Lenders**," and, together with the Initial Lenders, the "**Lenders**") entered into the First Amendment to Senior Subordinated Convertible Loan and Security Agreement and Joinder (the "**Amendment**"). The Amendment provides for the funding of $200,000 of additional loans as a Tranche B term loan under the Subordinated Loan Facility established under the Subordinated Loan Agreement, with such loans being provided by the Additional Lenders. The Amendment also sets the conversion price of $0.55 (the "**Tranche B Conversion Price**") with respect to the right of the Additional Lenders to convert the accreted principal balance of the loans held by each of them into shares of the Company's Common Stock. The terms and conditions of the conversion rights applicable to the Initial Lenders and the Additional Lenders are otherwise identical in all material respects, including the terms restricting conversion to an aggregate amount of shares of Common Stock that would not result in the Company's non-compliance with NYSE American rules requiring stockholder approval of issuances or potential issuances of shares in excess of the percentage limits specified therein or in an amount that may be deemed to constitute a change of control under such rules. These restrictions terminated as the requisite stockholder approval was obtained on June 11, 2020 at the Company's 2020 Annual Meeting.

As of March 31, 2023, the amount owed (including accrued PIK Interest) under the Subordinated Loan Facility to each of the related persons identified above is: (i) Livewire Ventures, LLC (Edward R. Grauch): $272,545; (ii) MidAtlantic IRA, LLC FBO Steven L. Shea IRA (Steven Shea): $285,408; (iii) Carol M. Pallé and Robert J. Pallé: $428,112; and (iv) Ronald V. Alterio: $35,420. On January 21, 2022, Stephen K. Necessary converted the $61,908 owed him under the Subordinated Loan Facility into 104,399 shares of Common Stock.

The Subordinated Loan Agreement, including all amendments thereto, and the transactions contemplated thereby were approved by the members of the Board who are not parties to, and have no personal interest in, the Subordinated Loan Agreement and related transactions.

On April 5, 2022, the Company entered into a Ninth Amendment to Loan and Security Agreement (All Assets) (the "**MidCap Loan Agreement**") with MidCap Business Credit LLC ("**MidCap**"). Among other things, the amendment modified the MidCap Loan Agreement's definition of "Borrowing Base" so as to provide for an over-advance facility (the "**2022 Over-Advance Facility**") in an aggregate amount of up to $1,000,000. MidCap's agreement to enter into the Ninth Amendment was conditioned, in part, on the entry into a participation agreement between MidCap and Robert J. Pallé, our Chief Executive Officer and a Director, and an affiliate of Mr. Pallé (the "**Pallé Parties**"). The terms of the Ninth Amendment and the participation agreement contemplate that any advances made by Midcap pursuant to the 2022 Over-Advance Facility would be funded by the Pallé Parties under the participation agreement. Advances under the 2022 Over-Advance Facility are subject to the discretion of MidCap and the Pallé Parties. On October 28, 2022, the Company and Midcap entered into an agreement to, among other things, increase the 2022 Over-Advance Facility to $1,500,000. On April 5, 2022, pursuant to the 2022 Over-Advance Facility and the participation agreement, the Pallé Parties funded an initial advance of $200,000 that was provided to the Company. Additional advances of $450,000, $200,000, $125,000were made in April 2022, May 2022 and June 2022, respectively, by Midcap to the Company, which were funded by the Pallé Parties. Further advances may be made to the Company upon its request, subject to the discretion of MidCap and the Pallé Parties, in minimum amounts of not less than $100,000 per tranche. The amount advanced in each tranche will bear an interest rate of 1% per month.

In addition, one of our Directors, Gary P. Scharmett, was, until December 31, 2022, a partner at the law firm of Stradley Ronon Stevens & Young, LLP, which served as our outside counsel until June 2022. For the 2022 and 2021 fiscal years, we were billed fees for legal services by this firm in the aggregate amount of $342,512 and $548,384, respectively. Mr. Scharmett's interest in these fees arises from his minority ownership interest as a partner at this firm. In the Company's opinion, the terms of such services were substantially equivalent to those which would have been obtained from unaffiliated parties.

Related Person Transaction Approval Policy

The Company's Ethics Code includes policies with respect to situations and transactions that may involve a conflict of interest, including transactions with related persons. Under the Ethics Code, the Audit Committee has the responsibility to consider and approve any transaction in which a related party may have a conflict of interest, based on a determination by the Audit Committee that the transaction is fair as to, and in the best interests of, the Company and its stockholders.

Director Independence

The Board of Directors has considered the independence of our Directors pursuant to Section 803A of the NYSE American Company Guide ("**Independence Rules**"). Under the Independence Rules, a Director may not be determined to be independent if certain specified relationships exist. In addition to reviewing whether any of those specific disqualifying relationships exist under the Independence Rules, the NYSE American also requires that the Board determine whether any of our Directors has a relationship that the Board believes would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. In addition, with respect to our Audit Committee, Exchange Act Rule 10A-3 sets certain standards for "independence" for purposes of eligibility for membership on the Company's Audit Committee, and the Board must assess and make determinations regarding the independence of Directors for purposes of service on the Audit Committee under those standards.

In the course of the Board's consideration and determinations as to these matters, the Board reviewed, among other factors, the matters described above under "Certain Relationships and Related Transactions." In particular, the Board considered the status of Messrs. Shea and Necessary as creditors of the Company under the Senior Subordinated Convertible Loan and Security Agreement, as amended to date, and also considered Mr. Scharmett's role as a partner in a law firm providing a variety of legal services to the Company. Based on a review of the surrounding facts and circumstances, the Board determined that these transactions and relationships did not fall within one or more of the disqualifying relationships under the Independence Rules or would otherwise interfere with the exercise of each noted Director's independent judgment in carrying out the responsibilities of a Director, and also that these transactions and relationships would not disqualify Mr. Shea from service on the Company's Audit Committee. In its consideration and determinations as to these matters, the Board also considered Mr. Pallé's current (since March 17, 2023) and recent (until December 31, 2019) service as the Company's Chief Executive Officer and his service through December 31, 2020 as Managing Director of Strategic Accounts.

Based on the matters described above and other factors the Board deemed relevant, the Board has determined that, except for Robert J. Pallé, each of our Directors is independent pursuant to the Independence Rules and that each member of the Audit Committee is independent pursuant to the Independence Rules and Rule 10A-3. Accordingly, the current Board consists of a majority of independent Directors and the Audit Committee consists entirely of independent Directors.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit and Other Fees Paid to Independent Registered Public Accounting Firm

The following table presents fees billed by Marcum LLP for professional services rendered for the years ended December 31, 2022 and December 31, 2021.

Services Rendered	2022	2021
Audit Fees	$ 265,537	$ 227,168
Audit-Related Fees	19,055	116,133
Tax Fees	25,750	25,774
All Other Fees	–	–
Total Fees	$ 310,342	$ 369,075

Audit Fees

The audit fees for fiscal years 2022 and 2021 were billed or expected to be billed for professional services rendered by Marcum LLP for the audit of our annual financial statements, the audit of our internal controls over financial reporting, the reviews of the financial statements included in our Quarterly Reports on Form 10-Q, and assistance with earnings announcements furnished by us in our Current Reports on Form 8-K.

Audit-Related Fees

The audit-related fees for fiscal years 2022 and 2021 consisted principally of audits of our pension and 401(k) plans, and costs incurred related to our registration statements.

Tax Fees

Tax fees for fiscal years 2022 and 2021 consisted principally of preparing our U.S. federal and state income tax returns.

Our Audit Committee has reviewed the non-audit services currently provided by our independent registered public accounting firm during 2022 and 2021 and has considered whether the provision of such services is compatible with maintaining the independence of such independent registered public accounting firm in performing its audit services. Based on such review and consideration, the Audit Committee has determined that the provision of such non-audit services is compatible with maintaining the independence of the independent registered public accounting firm.

Pre-Approval Policy for Services by Independent Registered Public Accounting Firm

Our Audit Committee has implemented pre-approval policies and procedures for the engagement of our independent registered public accounting firm for both audit and permissible non-audit services. Under these policies and procedures, all services provided by the independent registered public accounting firm must either (i) be approved by our Audit Committee prior to the commencement of the services, (ii) relate to assisting us with tax audits and appeals before a taxing authority or be services associated with periodic reports or registration statements filed by us with the SEC, all of which services are pre-approved by our Audit Committee, or (iii) be a de minimis non-audit service (as described in Rule 2-01(c)(7)(i)(C) of the SEC's Regulation S-X) that does not have to be pre-approved as long as management promptly notifies our Audit Committee of such service and our Audit Committee approves it prior to the service being completed. Within these parameters, our Audit Committee annually approves the scope and fees payable for the year end audit, statutory audits and employee benefit plans audits to be performed by the independent registered public accounting firm for the next fiscal year. Our Audit Committee also may delegate pre-approval authority for permissible non-audit services to the Audit Committee's Chairman. Any approvals of non-audit services made by our Audit Committee's Chairman are then reported by him at the next Audit Committee meeting. All of the services provided by our independent registered public accounting firm during fiscal year 2022 and fiscal year 2021 were approved in accordance with our pre-approval policies and procedures. None of the services were approved pursuant to Rule 2-01(c)(7)(i)(C) of the SEC's Regulation S-X.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements and Supplementary Data.

(a)(2) Financial Statement Schedules.

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the applicable instructions or are inapplicable and therefore have been omitted.

(a)(3) Exhibits.

The exhibits are listed in the Index to Exhibits appearing below and are filed herewith or are incorporated by reference to exhibits previously filed with the Securities and Exchange Commission.

(b) Index to Exhibits:

Exhibit No.	Description	Location
3.1	Restated Certificate of Incorporation of Blonder Tongue Laboratories, Inc.	Incorporated by reference from Exhibit 3.1 to Registrant's S-1 Registration Statement No. 33-98070, originally filed October 12, 1995, as amended.
3.2	Amended and Restated Bylaws of Blonder Tongue Laboratories, Inc.	Incorporated by reference from Exhibit 3.1 to Registrant's Current Report on Form 8-K, filed March 23, 2018.
3.3	Amended and Restated Bylaws of Blonder Tongue Laboratories, Inc.	Incorporated by reference from Exhibit 3.1 to Registrant's Current Report on Form 8-K, filed April 20, 2018.
4.1	Specimen of stock certificate.	Incorporated by reference from Exhibit 4.1 to Registrant's S-1 Registration Statement No. 33-98070, filed October 12, 1995, as amended.
4.2	Description of Securities.	Incorporated by reference from Exhibit 4.2 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2022, filed April 17, 2023.

Exhibit No.	Description	Location
4.3	Form of Purchaser Common Stock Purchase Warrant.	Incorporated by reference from Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed December 16, 2020.
4.4	Form of Placement Agent Common Stock Purchase Warrant.	Incorporated by reference from Exhibit 4.2 to the Registrant's Current Report on Form 8-K, filed December 16, 2020.
4.5	Form of Placement Agent Contingent Common Stock Purchase Warrant.	Incorporated by reference from Exhibit 4.3 to the Registrant's Current Report on Form 8-K, filed December 16, 2020.
4.6	Warrant to VFT Special Ventures, Ltd.	Incorporated by reference from Exhibit 4.2 to Registrant's Registration Statement on Form S-3 filed January 14, 2021.
4.7	Form of Placement Agent Common Stock Purchase Warrant.	Incorporated by reference from Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed February 1, 2021.
10.1	Form of Indemnification Agreement entered into by Blonder Tongue Laboratories, Inc. in favor of each of its Directors and Officers.	Incorporated by reference from Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q, filed August 14, 2013.
10.2	Bargaining Unit Pension Plan.	Incorporated by reference from Exhibit 10.9 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2013, filed March 31, 2014.
10.3*	Executive Officer Bonus Plan.	Incorporated by reference from Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 1997, filed May 13, 1997.
10.4*	Blonder Tongue Laboratories, Inc. 2005 Employee Equity Incentive Plan, as amended and restated.	Incorporated by reference from Appendix A to Registrant's Definitive Proxy Statement for its 2014 Annual Meeting of Stockholders, filed April 21, 2014.
10.5*	Blonder Tongue Laboratories, Inc. 2005 Director Equity Incentive Plan, as amended and restated.	Incorporated by reference from Appendix B to Registrant's Definitive Proxy Statement for its 2014 Annual Meeting of Stockholders, filed April 21, 2014.
10.6*	Form of Option Agreement under the 2005 Employee Equity Incentive Plan.	Incorporated by reference from Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q for the period ending June 30, 2005, filed August 15, 2005.
10.7*	Form of Option Agreement under the 2005 Director Equity Incentive Plan.	Incorporated by reference from Exhibit 10.24 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2007, filed March 31, 2008.

Exhibit No.	Description	Location
10.8*	Form of Option Agreement under the 2005 Employee Equity Incentive Plan, as amended November 3, 2010.	Incorporated by reference from Exhibit 10.18 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2010, filed March 21, 2011.
10.9*	Form of Option Agreement under the 2005 Director Equity Incentive Plan, as amended November 3, 2010.	Incorporated by reference from Exhibit 10.19 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2010, filed March 21, 2011.
10.10*	Form of Option Agreement under the 2005 Employee Equity Incentive Plan, as amended May 18, 2011.	Incorporated by reference from Exhibit 99.1 to Registrant's Current Report on Form 8-K, filed May 20, 2011.
10.11*	Form of Option Agreement under the 2005 Director Equity Incentive Plan, as amended May 18, 2011.	Incorporated by reference from Exhibit 99.2 to Registrant's Current Report on Form 8-K, filed May 20, 2011.
10.12*	Form of Option Agreement under the 2005 Employee Equity Incentive Plan, as amended and restated.	Incorporated by reference from Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the period ending June 30, 2014, filed August 14, 2014.
10.13*	Form of Option Agreement under the 2005 Director Equity Incentive Plan, as amended and restated.	Incorporated by reference from Exhibit 10.5 to Registrant's Quarterly Report on Form 10-Q for the period ending June 30, 2014, filed August 14, 2014.
10.14*	Blonder Tongue Laboratories, Inc. Executive Stock Purchase Plan.	Incorporated by reference from Exhibit 99.1 to Registrant's Current Report on Form 8-K, filed June 20, 2014.
10.15*	Director Stock Purchase Plan.	Incorporated by reference from Exhibit 99.1 to Registrant's Current Report on Form 8-K filed March 23, 2015.
10.16*	Blonder Tongue Laboratories, Inc. 2016 Employee Equity Incentive Plan.	Incorporated by reference from Exhibit 4.3 to Registrant's Registration Statement on Form S-8, filed August 25, 2016.
10.17*	Blonder Tongue Laboratories, Inc. 2016 Director Equity Incentive Plan.	Incorporated by reference from Exhibit 4.4 to Registrant's Registration Statement on Form S-8, filed August 25, 2016.
10.18	Agreement of Sale dated August 3, 2018 between Blonder Tongue Laboratories, Inc. and Jake Brown Rd LLC.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed August 6, 2018.
10.19*	Letter Agreement between Blonder Tongue Laboratories, Inc. and Ronald V. Alterio.	Incorporated by reference from Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q for the period ending September 30, 2018, filed November 14, 2018.
10.20	Sale Agreement Extension dated as of September 20, 2018, between Blonder Tongue Laboratories, Inc. and Jake Brown Rd LLC.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed September 21, 2018.

Exhibit No.	Description	Location
10.21	Second Amendment to Agreement of Sale dated October 8, 2018.	Incorporated by reference from Exhibit 10.1 to Registrant's amended Current Report on Form 8-K, filed October 9, 2018.
10.22*	Letter Agreement between Blonder Tongue Laboratories, Inc. and Edward R. Grauch.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed October 30, 2018.
10.23	Third Amendment to Agreement of Sale dated January 30, 2019.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed January 31, 2019.
10.24	Loan and Security Agreement dated as of October 25, 2019 by and between MidCap Business Credit LLC, Blonder Tongue Laboratories, Inc., R. L. Drake Holdings, LLC and Blonder Tongue Far East, LLC.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed October 30, 2019.
10.25	Form of Revolving Note.	Incorporated by reference from Exhibit 10.2 to Registrant's Current Report on Form 8-K, filed October 30, 2019.
10.26	Pledge and Security Agreement dated as of October 25, 2019 by and between Blonder Tongue Laboratories, Inc. and MidCap Business Credit LLC.	Incorporated by reference from Exhibit 10.3 to Registrant's Current Report on Form 8-K, filed October 30, 2019.
10.27	Patent and Trademark Security Agreement dated as of October 25, 2019 by and between Blonder Tongue Laboratories, Inc., R. L. Drake Holdings, LLC and MidCap Business Credit LLC.	Incorporated by reference from Exhibit 10.4 to Registrant's Current Report on Form 8-K, filed October 30, 2019.
10.28	Continuing Guaranty dated as of October 25, 2019 of Blonder Tongue Far East, LLC and R. L. Drake Holdings, LLC, as Guarantors, in favor of MidCap Business Credit LLC.	Incorporated by reference from Exhibit 10.5 to Registrant's Current Report on Form 8-K, filed October 30, 2019.
10.29	Deferred Compensation Agreement dated as of December 29, 2019 between Blonder Tongue Laboratories, Inc. and Edward R. Grauch.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed January 6, 2020.
10.30	Senior Subordinated Convertible Loan and Security Agreement dated as of April 8, 2020 by and between Blonder Tongue Laboratories, Inc., the parties identified therein as Lenders and the party identified therein as Agent.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed April 9, 2020.
10.31	Consent and Amendment to Loan Agreement and Loan Documents dated as of April 8, 2020 by and among MidCap Business Credit LLC, Blonder Tongue Laboratories, Inc., R. L. Drake Holdings, LLC, and Blonder Tongue Far East, LLC.	Incorporated by reference from Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed April 9, 2020.

Exhibit No.	Description	Location
10.32	Subordination Agreement dated as of April 8, 2020 by and between MidCap Business Credit LLC, the party identified therein as the Junior Creditor, Blonder Tongue Laboratories, Inc., R. L. Drake Holdings, LLC, and Blonder Tongue Far East, LLC.	Incorporated by reference from Exhibit 10.3 to the Registrant's Current Report on Form 8-K, filed April 9, 2020.
10.33	Continuing Guaranty of R. L. Drake Holdings, LLC, dated as of April 8, 2020, in favor of the parties identified therein as Lenders and the party identified therein as Agent.	Incorporated by reference from Exhibit 10.4 to Registrant's Current Report on Form 8-K, filed April 9, 2020.
10.34	Patent and Trademark Security Agreement dated as of April 8, 2020 by and between Blonder Tongue Laboratories, Inc., R. L. Drake Holdings, LLC, and party identified therein as Agent.	Incorporated by reference from Exhibit 10.5 to Registrant's Current Report on Form 8-K, filed April 9, 2020.
10.35*	Amendment No. 1 to Second Amended and Restated Executive Stock Purchase Plan.	Incorporated by reference from Exhibit 10.2 to Registrant's Current Report on Form 8-K, filed April 9, 2020.
10.36	First Amendment to Senior Subordinated Convertible Loan and Security Agreement and Joinder, dated as of April 24, 2020 by and between Blonder Tongue Laboratories, Inc., the parties identified therein as Lenders and the party identified therein as Agent.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed April 27, 2020.
10.37*	Form of Deferred Compensation Agreement for certain Executive Officers.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed May 19, 2020.
10.38*	Form of Deferred Compensation Agreement for certain Executive Officers.	Incorporated by reference from Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed September 4, 2020.
10.39*	Second Amended and Restated Executive Stock Purchase Plan.	Incorporated by reference from Exhibit 10.2 to Registrant's Current Report on Form 8-K, filed October 14, 2020.
10.40*	Amendment No. 1 Second Amended and Restated Executive Stock Purchase Plan.	Incorporated by reference from Exhibit 10.2 to Registrant's Current Report on Form 8-K, filed October 14, 2020.
10.41*	Third Amended and Restated Director Stock Purchase Plan.	Incorporated by reference from Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q for the period ending September 30, 2020, filed November 12, 2020.
10.42*	Amendment No. 1 to Third Amended and Restated Director Stock Purchase Plan.	Incorporated by reference from Exhibit 10.5 to Registrant's Quarterly Report on Form 10-Q for the period ending September 30, 2020, filed November 12, 2020.
10.43*	Amendment No. 2 to 2016 Director Equity Incentive Plan.	Incorporated by reference from Exhibit 10.6 to Registrant's Quarterly Report on Form 10-Q for the period ending September 30, 2020, filed November 12, 2020.
10.44*	Amendment No. 3 to 2016 Employee Equity Incentive Plan.	Incorporated by reference from Exhibit 10.7 to Registrant's Quarterly Report on Form 10-Q for the period ending September 30, 2020, filed November 12, 2020.

Exhibit No.	Description	Location
10.45	Second Amendment to Senior Subordinated Convertible Loan and Security Agreement and Joinder, dated as of December 28, 2020 by and between Blonder Tongue Laboratories, Inc., the parties identified therein as Lenders and the party identified therein as Agent.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed December 29, 2020.
10.46*	Deferred Compensation Agreement, Dated as of December 30, 2020.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed December 30, 2020.
10.47	Second Amendment to Loan Agreement, Dated as of January 8, 2021.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed January 11, 2021.
10.48	Third Amendment to Senior Subordinated Convertible Loan and Security Agreement and Joinder, dated as of January 28, 2021 by and between Blonder Tongue Laboratories, Inc., the parties identified therein as Lenders and the party identified therein as Agent.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed February 1, 2021.
10.49*	Omnibus Amendment to Non-Qualified Stock Option Agreements.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed March 11, 2021.
10.50	Third Amendment to Loan Agreement, effective as of June 14, 2021.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed June 15, 2021.
10.51	Fourth Amendment to Loan Agreement, dated July 30, 2021.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed August 2, 2021.
10.52	Sales Agreement dated August 16, 2021, between Blonder Tongue Laboratories, Inc. and Roth Capital Partners, LLC.	Incorporated by reference from Exhibit 1.1 to the Registrant's Current Report on Form 8-K, filed August 16, 2021.
10.53	Stock Purchase Agreement dated as of August 23, 2021, between Blonder Tongue Laboratories, Inc. and Cavalry Fund I LP.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed August 23, 2021.
10.54	Fifth Amendment to Loan Agreement, dated August 26, 2021.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed August 30, 2021.
10.55**	Promissory Note dated August 24, 2021.	Incorporated by reference from Exhibit 10.2 to the Registrant's Current Report on Form 8-K, filed August 30, 2021.

Exhibit No.	Description	Location
10.56	Stock Purchase Agreement dated as of November 15, 2021 between Blonder Tongue Laboratories, Inc. and Cavalry Fund I LP.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed November 11, 2021.
10.57*	Form of Deferred Compensation Agreement.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed December 14, 2021.
10.58	Sixth Amendment to Loan Agreement, dated December 16, 2021.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed December 17, 2021.
10.59	Seventh Amendment to Loan Agreement, dated February 11, 2022	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed February 15, 2022.
10.60	Eighth Amendment to Loan Agreement, dated March 3, 2022	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed March 4, 2022.
10.61	Ninth Amendment to Loan Agreement, dated April 5, 2022	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed April 8, 2022.
10.62	Tenth Amendment to Loan Agreement, dated May 5, 2022	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed May 5, 2022.
10.63	Eleventh Amendment to Loan Agreement, dated June 14, 2022	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed June 15, 2022.
10.64	Twelfth Amendment to Loan Agreement, dated July 1, 2022	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed July 6, 2022.
10.65	Thirteenth Amendment to Loan Agreement, dated October 25, 2022	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed October 31, 2022.
10.66	Fourteenth Amendment to Loan Agreement, dated October 28, 2022.	Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed November 3, 2022.

Exhibit No.	Description	Location
21	Subsidiaries of Blonder Tongue	Incorporated by reference from Exhibit 21 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2022, filed April 17, 2023.
23.1	Consent of Marcum LLP.	Incorporated by reference from Exhibit 23.1 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2022, filed April 17, 2023.
31.1	Principal Executive Officer Certification Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Incorporated by reference from Exhibit 31.1 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2022, filed April 17, 2023.
31.2	Principal Financial Officer Certification Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Incorporated by reference from Exhibit 31.2 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2022, filed April 17, 2023.
31.3	Principal Executive Officer Certification Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended	Filed herewith.
31.4	Principal Financial Officer Certification Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended	Filed herewith.
32.1	Principal Executive Officer Certification Pursuant to Item 601(b)(32) of Regulation S-K, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Incorporated by reference from Exhibit 32.1 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2022, filed April 17, 2023.
32.2	Principal Financial Officer Certification Pursuant to Item 601(b)(32) of Regulation S-K, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Incorporated by reference from Exhibit 32.2 to Registrant's Annual Report on Form 10-K for the period ending December 31, 2022, filed April 17, 2023.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	Filed herewith.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.	Filed herewith.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.	Filed herewith.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	Filed herewith.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.	Filed herewith.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.	Filed herewith.
104	Cover Page Interactive Data File--the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	Filed herewith.

* Indicates management contracts or compensation plans or arrangements.

** Certain confidential information contained in this exhibit, market by brackets, has been omitted because the information (i) is not material and (ii) would be competitively harmful if disclosed.

(c) Financial Statement Schedules:

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the applicable instructions or are inapplicable and therefore have been omitted.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BLONDER TONGUE LABORATORIES, INC.

Date: April 28, 2023

By: /s/ Robert J. Pallé
Robert J. Pallé
Chief Executive Officer

By: /s/ Michael P. Censoplano
Michael P. Censoplano
Chief Financial Officer, Treasurer, and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Robert J. Pallé Robert J. Pallé	Chief Executive Officer, President, and Director (Principal Executive Officer)	April 28, 2023
/s/ Michael P. Censoplano Michael P. Censoplano	Chief Financial Officer, Treasurer, and Secretary (Principal Financial Officer and Principal Accounting Officer)	April 28, 2023
/s/ James F. Williams James F. Williams	Director	April 28, 2023
/s/ Charles E. Dietz Charles E. Dietz	Director	April 28, 2023
/s/ Gary P. Scharmett Gary P. Scharmett	Director	April 28, 2023
/s/ Steven L. Shea Steven L. Shea	Director	April 28, 2023
/s/ Stephen K. Necessary Stephen K. Necessary	Director	April 28, 2023
/s/ John Burke John Burke	Director	April 28, 2023
/s/ Michael Hawkey Michael Hawkey	Director	April 28, 2023

Exhibit 31.3

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Robert J. Pallé, certify that:

1. I have reviewed this annual report on Form 10-K of Blonder Tongue Laboratories, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: April 28, 2023

By: */s/ Robert J. Pallé*
Robert J. Pallé
Chief Executive Officer

Exhibit 31.4

CERTIFICATION OF PRINCIPAL ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Michael P. Censoplano, certify that:

1. I have reviewed this annual report on Form 10-K of Blonder Tongue Laboratories, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: April 28, 2023

By: /s/ *Michael P. Censoplano*
Michael P. Censoplano
Chief Financial Officer