

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Crexendo, Inc.**

**Form: DEFA14A**

**Date Filed: 2019-09-23**

Corporate Issuer CIK: 1075736

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. 1)

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

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under Rule 14a-12

**Crexendo, Inc.**

*(Name of Registrant as Specified In Its Charter)*

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

Payment of Filing Fee (Check the appropriate box):

- No fee required  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

FOR THE ANNUAL MEETING OF STOCKHOLDERS

**DATE:** November 5, 2019  
**TIME:** AT 2:00 P.M. (LOCAL TIME)  
**LOCATION:** 1615 SOUTH 52ND STREET, TEMPE, AZ, 85281

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS****PHONE:**

CALL TOLL FREE  
1-866-752-8683

**FAX:**

SEND THIS CARD TO  
202-521-3464

**INTERNET:**

[HTTPS://WWW.IPROXYDIRECT.COM/](https://www.iproxydirect.com/)\_\_\_\_  
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT IS AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/CXDO](https://www.iproxydirect.com/cxdo)

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/CXDO](https://www.iproxydirect.com/cxdo)  
UNTIL 11:59 PM EASTERN TIME NOVEMBER 4, 2019.

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY.  
TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE OCTOBER 28, 2019.

**THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:**

1. TO ELECT TWO CLASS II DIRECTORS, EACH FOR A TERM OF FOUR YEARS, EXPIRING AT OUR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD DURING 2023 OR UNTIL A SUCCESSOR HAS BEEN DULY ELECTED AND QUALIFIED;
2. TO CONSIDER AND VOTE UPON A PROPOSAL FOR ADVISORY APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS; AND
3. TO CONSIDER AND VOTE UPON A PROPOSAL FOR ADVISORY APPROVAL OF THE FREQUENCY OF ADVISORY APPROVAL OF COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS;AND
4. TO CONSIDER AND VOTE UPON A PROPOSAL TO RATIFY THE APPOINTMENT OF URISH POPECK & CO., LLC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR YEAR ENDING DECEMBER 31, 2019.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET.  
FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON SEPTEMBER 20, 2019 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK, PAR VALUE \$.001 PER SHARE, THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE 'FOR' PROPOSALS 1, 2 AND 4, AND "THREE YEARS" FOR PROPOSAL 3 ABOVE.**

**PLEASE NOTE – THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD**

**Crexendo, Inc.**  
SHAREHOLDER SERVICES  
500 Perimeter Park Drive Suite D  
Morrisville NC 27560

**TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED**

**IMPORTANT SHAREHOLDER INFORMATION**  
**YOUR VOTE IS IMPORTANT**

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